

AFC Certificates of Conversion and Formation

CERTIFICATE OF CONVERSION to LIMITED LIABILITY COMPANY

AEGON Funding Corp., organized and existing under the Delaware General Corporation Law (the DGCL) and converting to a Delaware limited liability company, hereby certifies:

1. The name of the Delaware corporation to be converted to a Delaware limited liability company is AEGON Funding Corp.
2. The date of filing of the original Certificate of Incorporation of AEGON Funding Corp. with the Secretary of State of the State of Delaware was May 21, 1999.
3. The name of the Delaware limited liability company to which AEGON Funding Corp. will be converted as set forth in its Certificate of Formation filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is AEGON Funding Company LLC.
4. This Certificate of Conversion and the conversion of AEGON Funding Corp., a Delaware corporation, to AEGON Funding Company LLC, a Delaware limited liability company, were approved by the written consent of the sole stockholder of AEGON Funding Corp. dated April 25, 2008 in accordance with the provisions of Sections 228 and 266 of the Delaware General Corporation Law and by the resolution of the Board of Directors of AEGON Funding Corp. on April 25, 2008 in accordance with Sections 141(f) and 266 of the Delaware General Corporation Law.
5. This Certificate of Conversion shall be effective on April 28, 2008.

Dated: April 25, 2008

AEGON FUNDING CORP.

By: _____

Name: C.M. van Katwijk

Title: President

NY:3787178.5

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:32 PM 04/25/2008
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SRV 080472317 - 3033879 FILE

CERTIFICATE OF FORMATION for AEGON FUNDING COMPANY LLC

1. The name of the limited liability company is AEGON Funding Company LLC.
2. The address of its registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. AEGON Funding Company LLC was formed as the result of a conversion of AEGON funding Corp., a Delaware corporation, pursuant to Section 18-214 of the Delaware Limited Liability Company Act. AEGON Funding Company LLC constitutes the continuation of the existence of the converted entity in the form of a Delaware limited liability company.
4. This Certificate of formation shall be effective on April 28, 2008.

Dated: April 25, 2008

AEGON Funding Company LLC

By: _____
Name: C.M. van Katwijk
Title: President

NY.32874901

State of Delaware
Secretary of State
Division of Corporations
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