

CERTIFICATE OF INCORPORATION

OF

AEGON FUNDING CORP.

1. The name of the Corporation is AEGON Funding Corp.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle. Its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes of the Corporation are: (a) to issue debt securities, the net proceeds of which will be used to make loans to AEGON N.V. and its affiliates and to engage in any other activities which are necessary or desirable to effectuate, or are incidental to, the foregoing; and (b) to carry out its obligations and duties in connection with, and to conduct such other activities and enter into such other agreements as it deems necessary or appropriate to carry out the foregoing.
4. The total number of shares of stock which the Corporation shall have authority of issue is one thousand (1,000) designated as common stock and the par value of each such share of common stock is One Cent (\$.01).
5. The name of the incorporator is Daniela V. Crispi and her mailing address is Seward & Kissel, One Battery Park Plaza, New York, New York 10004.
6. The Corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:
 - (i) To adopt, amend or repeal the by-laws of the Corporation.
 - (ii) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
 - (iii) To designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of

the board of directors, or in the by-laws of the Corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval or (ii) adopting, amending or repealing any by-law of the Corporation.

(iv) When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the Corporation.

(v) To the extent funds are available therefor, to authorize the payment of compensation to the directors for services to the Corporation, including fees for attendance at meetings of the board of directors or of any committee thereof and/or salaries for serving as such directors or committee members, and to determine the amount of such compensation.

8. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

9. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation.

10. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

11. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article 12 by the stockholders and the unanimous consent of the board of directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation under this Article 12 for any act or omission occurring prior to the time of such repeal or modification.

12. Subject to Article 12, no person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, if such person (i) exercised or used the same degree of diligence, care and skill as an ordinarily prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the Corporation, or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe to be true, or upon a financial statement of the Corporation prepared by an officer or employee of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants.

13. Subject to the provisions hereof, any contract, transaction or act of the Corporation or of the board of directors which shall be approved or ratified by a majority of a quorum of the stockholders entitled to vote at any meeting shall be as valid and binding as though approved or ratified by every stockholder of the Corporation; but unless otherwise required by law any failure of the stockholders to approve or ratify such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or to deprive the Corporation, its directors or officers of their right to proceed with such contract, transaction or act.

14. Any director or the entire board of directors may be removed, with or without cause, at any time by the holders of a majority of the shares then entitled to vote at an election of directors, and the vacancy in the board of directors caused by such removal may be filled by the stockholders at the time of such removal.

15. Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent legally permissible under the General Corporation Law of the State of Delaware, as amended from time to time, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire under any by-laws, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

16. The board of directors may adopt by-laws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Delaware, as amended from time to time, and, to the extent funds are available therefor, may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer or agent of the Corporation, or is or was

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serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person against such liability.

WE, THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the General Corporation law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this May 21, 1999.

Daniela V. Crisp
Seward & Kissel
One Battery Park Plaza
New York, New York 10004

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STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is AEGON Funding Corp.
, and the name of the corporation being
merged into this surviving corporation is AEGON Funding Corp. II

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is AEGON Funding Corp.
 a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on December 28, 2005

SIXTH: The Agreement of Merger is on file at 4333 Edgewood Road NE,
Cedar Rapids, Iowa 52499, the place of business
of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 22nd day of Dec. A.D.,
2005.

By:
Authorized Officer

Name: Craig D. Vermie
Print or Type

Title: Vice President, Secretary &
General Counsel

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of AEGON Funding Corp.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "4" so that, as amended, said Article shall be and read as follows:

The total number of shares of stock which the Corporation shall have authority to issue is two thousand (2,000) designated as common stock and the par value of each such share of common stock is One Cent (\$.01).

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 22nd day of Dec., 2005.

By: _____

Authorized Officer

Title: Vice President, Secretary and General Counsel

Name: Craig D. Varmie

Print or Type

**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

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