

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

1-5

PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 800038 (2)

1. Corporation Name

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

Principal Place of Business

Mailing Address

1295 STATE STREET
SPRINGFIELD MASSACHUSETTS 01111

1295 STATE STREET
SPRINGFIELD MASSACHUSETTS 01111



3. Date Incorporated or Qualified
03/12/1908

3a. Date of Last Report
02/07/1995

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc

Suite, Apt. #, etc

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE INSURANCE COMMISSIONER
CAPITOL BLDG.
TALLAHASSEE FL

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature typed or printed name of registered agent and his/her applicable

(NOTE: Registered Agent signature required when replacing)

Date

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE
CD	CLARK, WILLIAM J	1295 STATE ST	SPRINGFIELD MA	<input checked="" type="checkbox"/>
PD	WHEELER, THOMAS B.	1295 STATE ST	SPRINGFIELD MA	<input type="checkbox"/>
T	BIXBY, ALLAN B.	1295 STATE ST	SPRINGFIELD MA	<input checked="" type="checkbox"/>
D	ACKERMAN, ROGER G	HOUGHTON PARK; C9-4	CORMING NY	<input type="checkbox"/>
S	FINNEGAN, THOMAS J JR	1295 STATE ST	SPRINGFIELD MA	<input type="checkbox"/>
D	ATKINSON, ROBERT B	1500 MAIN ST	SPRINGFIELD MA	<input checked="" type="checkbox"/>

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP
				(SEE ATTACHED SCHEDULES)				CHAIRMAN/DIRECTOR															

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 or changes in an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

7/8/96

413/744-6052

CR2E034 (3/96)

800038

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**Massachusetts Mutual Life Insurance Company
Directors' Mailing Addresses
March 1, 1996**

Roger G. Ackerman	President and Chief Operating Officer Corning, Inc. One Riverfront Plaza HQE 2 Corning, NY 14831
James R. Birle	President Resolute Partners, Inc. 2 Greenwich Plaza, Suite 100 Greenwich, CT 06830
Frank C. Carlucci, III	Chairman The Carlyle Group 1001 Pennsylvania Avenue, N.W. Suite 220S Washington, DC 20004
Gene Chao, Ph.D.	Chairman and CEO Computer Projections, Inc. 733 SW Vista Avenue Portland, OR 97205-1203
Patricia Diaz Dennis	Senior Vice President and Assistant General Counsel SBC Communications Inc. 175 East Houston Room 6-A-50 San Antonio, TX 78205
Anthony Downs	Senior Fellow The Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, DC 20036-2188
James L. Dunlap	Senior Vice President Texaco Inc. 2000 Westchester Avenue White Plains, NY 10650
William B. Ellis	31 Pound Foolish Lane Glastonbury, CT 06033
Robert M. Furek	President and CEO Heublein, Inc. 450 Columbus Boulevard Hartford, CT 06103-1800

Charles K. Gifford	President Bank of Boston 100 Federal Street Boston, Massachusetts 02110
William N. Griggs	Managing Director Griggs & Santow 75 Wall Street, 20th Floor New York, New York 10004
James G. Harlow, Jr.	Chairman and President Oklahoma Gas & Electric Company Corporate Tower 101 North Robinson Oklahoma City, Oklahoma 73102
George G. Harvey	Chairman, President and CEO Pitney Bowes, Inc. One Elmcroft Road Stamford, CT 06926-0700
Barbara B. Hauptfuhrer	1700 Old Welsh Road Huntingdon Valley, Pennsylvania 19006
Sheldon B. Lubar	Chairman Lubar & Co. 777 East Wisconsin Avenue Suite 3380 Milwaukee, Wisconsin 53202
William B. Marx, Jr.	Senior Executive Vice President Lucent Technologies 600 Mountain Avenue Room 6A-502 Murray Hill, NJ 07974
John F. Maypole	55 Sandy Hook Road - North Sarasota, FL 34242
Donald F. McCullough	Collins & Aikman Corporation 210 Madison Avenue New York, New York 10016
John J. Pajak	Vice Chairman and Chief Admin. Officer Massachusetts Mutual Life Insurance Co. 1295 State Street Springfield, MA 01111
Barbara S. Preiskel	60 East 42nd Street Suite 3125 New York, New York 10165

David E. Sams, Jr.

President and Chief Operating Officer
Massachusetts Mutual Life Insurance Co.
1295 State Street
Springfield, Massachusetts 01111

Thomas B. Wheeler

Chairman and Chief Executive Officer
Massachusetts Mutual Life Insurance Co.
1295 State Street
Springfield, Massachusetts 01111

Alfred M. Zeien

Chairman and Chief Executive Officer
The Gillette Company
Prudential Tower
Boston, Massachusetts 02199

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**Massachusetts Mutual Life Insurance Company
Officers**

Name & Office

Thomas B. Wheeler, Chairman and Chief Executive Officer

David E. Sams, Jr., President and Chief Operating Officer

John J. Pajak, Vice Chairman and Chief Administrative Officer

Lawrence V. Burkett, Jr., Executive Vice President and General Counsel

John B. Davies, Executive Vice President

Daniel J. Fitzgerald, Executive Vice President-Corporate Financial Operations

Lawrence L. Grypp, Executive Vice President

John M. Naughton, Executive Vice President

Gary E. Wendlandt, Executive Vice President and Chief Investment Officer

Thomas J. Finnegan, Jr., Vice President, Secretary and Associate General Counsel

Ann Iseley, Treasurer

The business address for all of the above is:

1295 State Street
Springfield, MA 01111-0001

04/01/96