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**May 06 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 800038 (2)
1. Corporation Name
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY



Principal Place of Business: **1295 STATE STREET SPRINGFIELD MASSACHUSETTS 01111**
Mailing Address: **1295 STATE STREET SPRINGFIELD MASSACHUSETTS 01111-0001**

3. Date Incorporated or Qualified: **03/12/1908** 3a. Date of Last Report: **07/17/1996**
4. FEI Number: **04-1590850** Applied For: Not Applicable:
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
**THE INSURANCE COMMISSIONER
CAPITOL BLDG.
TALLAHASSEE FL**

10. Name and Address of New Registered Agent
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		DELETE
TITLE	CEO- ACKERMAN, ROGER A	<input type="checkbox"/>
NAME	ONE RIVERFRONT PLAZA CORNING NY	
STREET ADDRESS		
CITY- ST- ZIP		
TITLE	CD WHEELER, THOMAS B.	<input type="checkbox"/>
NAME	1295 STATE ST SPRINGFIELD MA	
STREET ADDRESS		
CITY- ST- ZIP		
TITLE	P BIRLE, JAMES R	<input type="checkbox"/>
NAME	2 GREENWICH PLAZA SUITE 100 GREENWICH CT	
STREET ADDRESS		
CITY- ST- ZIP		
TITLE	D ACKERMAN, ROGER G	<input type="checkbox"/>
NAME	HOUGHTON PARK; C9-4 CORMING NY	
STREET ADDRESS		
CITY- ST- ZIP		
TITLE	S FINNEGAN, THOMAS J JR	<input type="checkbox"/>
NAME	1295 STATE ST SPRINGFIELD MA	
STREET ADDRESS		
CITY- ST- ZIP		
TITLE	C CARLUCCI, FRANK C. III	<input type="checkbox"/>
NAME	1001 PENNSYLVANIA AVE NW SUITE 220S WASHINGTON DC	
STREET ADDRESS		
CITY- ST- ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
(See attached Schedule of Directors and Officers)			
11 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
12 NAME			
13 STREET ADDRESS			
14 CITY- ST- ZIP			
21 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
22 NAME			
23 STREET ADDRESS			
24 CITY- ST- ZIP			
31 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
32 NAME			
33 STREET ADDRESS			
34 CITY- ST- ZIP			
41 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
42 NAME			
43 STREET ADDRESS			
44 CITY- ST- ZIP			
51 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
52 NAME			
53 STREET ADDRESS			
54 CITY- ST- ZIP			
61 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
62 NAME			
63 STREET ADDRESS			
64 CITY- ST- ZIP			

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 (if changed) or on an attachment with an address.

CR2E034 (9/96)

**Massachusetts Mutual Life Insurance Company
Directors Business Addresses**

Roger G. Ackerman	Chairman and CEO Corning, Inc. One Riverfront Plaza, HQE 2 Corning, NY 14831
James R. Birle	Chairman Resolute Partners, LLC 2 Greenwich Plaza, Suite 100 Greenwich, CT 06830
Frank C. Carlucci	Chairman The Carlyle Group 1001 Pennsylvania Avenue, N.W. , Suite 220S Washington, DC 20004
Gene Chao	President Computer Projections, Inc. 733 SW Vista Avenue Portland, OR 97205-1203
Patricia Diaz Dennis	Senior Vice President and Asst. General Counsel-Regulation and Law SBC Communications Inc. 175 East Houston , Room 4-A-70 San Antonio, TX 78205
Anthony Downs	Senior Fellow The Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, DC 20036-2188
James L. Dunlap	President and Chief Operating Officer United Meridian Corporation 1201 Louisiana, Suite 1400 Houston, TX 77002-5603
William B. Ellis	31 Pound Foolish Lane Glastonbury, CT 06033
Robert M. Furek	100 Pearl Street 14 th Floor Hartford, CT 06103-4506
Charles K. Gifford	Chief Executive Officer BankBoston 100 Federal Street Boston, MA 02110

William N. Griggs	Managing Director Griggs & Santow 75 Wall street, 20 th Floor New York, NY 10004
George B. Harvey	663 Ponus Ridge New Canaan, CT 06840
Barbara B. Hauptfuhrer	1700 Old Welsh Road Huntingdon Valley, PA 19006
Sheldon B. Lubar	Chairman Lubar & Co. 777 East Wisconsin Avenue, Suite 3380 Milwaukee, WI 53202
William B. Marx, Jr.	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	Chairman, Retired Collins & Aikman Corporation 210 Madison Avenue New York, NY 10016
John J. Pajak	President and Chief Operating Officer Massachusetts Mutual Life Insurance Company 1295 State Street Springfield, MA 01111
Thomas B. Wheeler	Chairman and Chief Executive Officer Massachusetts Mutual Life Insurance Company 1295 State Street Springfield, MA 01111
Alfred M. Zeien	Chairman and Chief Executive Officer The Gillette Company Prudential Tower Boston, MA 02199

**Massachusetts Mutual Life Insurance Company
Business Addresses
February 1, 1997**

Name and Office

Thomas B. Wheeler	Chairman and Chief Executive Officer
John J. Pajak	President and Chief Operating 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
John V. Murphy	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	Vice President and Treasurer

The business address for all of the above is:

**1295 State Street
Springfield, MA 01111**

February 1, 1997