

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 800038
 1. Corporation Name
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

Principal Place of Business 1295 State Street Springfield, MA 01111	Mailing Address c/o B040 1295 State Street Springfield, MA 01111
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 03/12/1908	4. FEI Number 04-1590850	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
**The Insurance Commissioner
 Capitol Building
 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
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 _____ (NOT: People of Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	Ackerman, Roger A.	
STREET ADDRESS	One Riverfront Plaza	
CITY-ST-ZIP	Corning, NY	
TITLE	CDCEO	<input type="checkbox"/> DELETE
NAME	Wheeler, Thomas B.	
STREET ADDRESS	1295 State Street	
CITY-ST-ZIP	Springfield, MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	Birle, James R	
STREET ADDRESS	2 Greenwich Plaza Suite 100	
CITY-ST-ZIP	Greenwich, CT	
TITLE	P D	<input type="checkbox"/> DELETE
NAME	Pajak, John J.	
STREET ADDRESS	1295 State Street	
CITY-ST-ZIP	Springfield, MA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	Lomeli, Ann F.	
STREET ADDRESS	1295 State Street	
CITY-ST-ZIP	Springfield, MA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	Kline, Edward M.	
STREET ADDRESS	1295 State Street	
CITY-ST-ZIP	Springfield, MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

(See attached Schedule of Directors and Officers)

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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*****150.00**

14. I 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 or 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.

SIGNATURE: *Ann F. Lomeli* **04/28/98** **413/744-2993**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____

CR2E034 (10/97)

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**Massachusetts Mutual Life Insurance Company
Directors Addresses
April 8, 1998**

Roger G. Ackerman	Chairman and CEO Corning, Inc. One Riverfront Plaza, HQE 2 Corning, NY 14831
James R. Birle	Chairman Resolute Partners, LLC 2 Soundview Drive Greenwich, CT 06836
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	Vice Chairman Ocean Energy, Inc. 1201 Louisiana, Suite 1400 Houston, TX 77002-5603
William B. Ellis	31 Pound Foolish Lane Glastonbury, CT 06033
Robert M. Furek	Chairman, State Board of Trustees for the Hartford School System 1 State Street Suite 2310 Hartford, CT 06103

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Charles K. Gifford

**Chairman and Chief Executive Officer
BankBoston Corp.
100 Federal Street
Boston, MA 02110**

William N. Griggs

**Griggs & Santow Incorporated
75 Wall Street, 20th Floor
New York, NY 10005**

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. Incorporated
700 Water Street, Suite 1200
Milwaukee, WI 53202**

William B. Marx, Jr.

**5 Jodi Lane
Chatham, New Jersey 07928**

John F. Maypole

**55 Sandy Hook Road - North
Sarasota, FL 34242**

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**

**JL Daubmann
Assistant Corporate Secretary**

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

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 |
| Peter J. Daboul | Executive Vice President and Chief Information Officer |
| John B. Davies | Executive Vice President |
| Daniel J. Fitzgerald | Executive Vice President |
| John E. Miller | Executive Vice President |
| John V. Murphy | Executive Vice President |
| Gary E. Wendlandt | Executive Vice President and Chief Investment Officer |
| Joseph M. Zubretsky | Executive Vice President and Chief Financial Officer |
| Ann F. Lomeli | Vice President, Secretary and Associate General Counsel |
| Edward M. Kline | Vice President and Treasurer |

The business address for all of the above is:

**1295 State Street
Springfield, MA 01111**
