

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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90047 010 ***150.00

UP-45247

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # 800038

1. Corporation Name
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

Principal Place of Business 1295 STATE STREET SPRINGFIELD MASSACHUSETTS 01111	Mailing Address C/O B040 1295 STATE STREET SPRINGFIELD MA 01111
---	--



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 c/o B040
22 City & State	27 1295 State Street
23 City & State	28 Springfield, MA
24 Zip Country	29 01111 30 USA

3. Date Incorporated or Qualified	03/12/1908
4. FEI Number	04-1590850
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 the current year Intangible Personal Property Tax.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

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	CCEO	<input type="checkbox"/> DELETE
NAME	WHEELER, THOMAS B.	
STREET ADDRESS	1295 STATE ST	
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	PD	<input checked="" 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 01111	
TITLE	T	<input type="checkbox"/> DELETE
NAME	KLINE, EDWARD M	
STREET ADDRESS	1295 STATE STREET	
CITY-ST-ZIP	SPRINGFIELD MA 01111	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

(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		

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 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, with all other like empowered.

SIGNATURE: Ann F. Lomeli (413) 744-5373
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

Massachusetts Mutual Life Insurance Company 545642-90047-10
Directors Business Addresses

March 24, 1999

Doc # 800038

Roger G. Ackerman	Chairman and CEO Corning Incorporated 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 - Regulatory and Public Affairs SBC Communications Inc. 175 East Houston , Room 5-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 of the Board of Trustees for the Hartford School System 1 State Street Suite 2310 Hartford, CT 06103

545642-90047-10

Doc # 800038

Charles K. Gifford	Chairman and Chief Executive Officer BankBoston Corporation and BankBoston, N.A. 100 Federal Street Boston, MA 02110
William N. Griggs	Griggs & Santow Incorporated 75 Wall Street, 20 th 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	157 Lake Drive Mountain Lakes, New Jersey 07046
Robert J. O'Connell	President and Chief Executive Officer Massachusetts Mutual Life Insurance Company 1295 State Street Springfield, MA 01111
Thomas B. Wheeler	Chairman of the Board 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

Massachusetts Mutual Life Insurance Company
Officers Business Addresses

545642-90047-10

Dec# 800038

Name and Office

Robert J. O'Connell	President and Chief Executive Officer
Thomas B. Wheeler	Chairman of the Board
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

Current since March 1, 1999