

803376

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

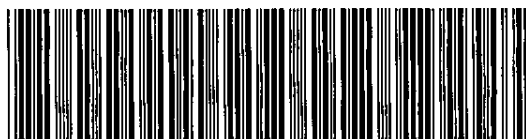
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CLERK OF THE
SUPREME COURT OF FLORIDA

NC

NOV 12 2014

R. WHITE

FILED
2014 NOV 10 AM 11:06
CLERK OF THE
SUPREME COURT OF FLORIDA
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MetLife Insurance Company of Connecticut
Name of Corporation

DOCUMENT NUMBER: 803376

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Russell Witten

Name of Contact Person

MetLife Group, Inc.

Firm/Company

1095 Avenue of the Americas

Address

New York, New York 10036

City/State and Zip Code

rwitten@metlife.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Russell Witten

Name of Contact Person

at **(212) 578-7110**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

803376

(Document number of corporation (if known))

1. MetLife Insurance Company of Connecticut

(Name of corporation as it appears on the records of the Department of State)

2. Connecticut

(Incorporated under laws of)

3. 08/20/1928

(Date authorized to do business in Florida)

FILED
14 NOV 10 AM 11:04
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 14, 2014

5. MetLife Insurance Company USA

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Jacob Jenkelowitz
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jacob Jenkelowitz

(Typed or printed name of person signing)

Corporate Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

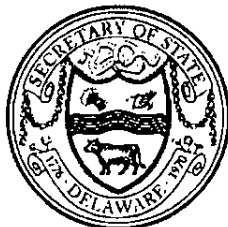
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "METLIFE INSURANCE COMPANY OF CONNECTICUT", CHANGING ITS NAME FROM "METLIFE INSURANCE COMPANY OF CONNECTICUT" TO "METLIFE INSURANCE COMPANY USA", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2014, AT 11:43 O'CLOCK A.M.

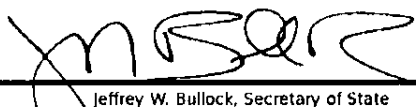
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FOURTEENTH DAY OF NOVEMBER, A.D. 2014, AT 5:33 O'CLOCK P.M.

5629009 8100

141341124




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1815640

DATE: 10-28-14

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
METLIFE INSURANCE COMPANY OF CONNECTICUT**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

MetLife Insurance Company of Connecticut, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST thereof and inserting the following in lieu thereof:

"FIRST. The name of the corporation is MetLife Insurance Company USA (the "Corporation")."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the stockholder of the Corporation) of the General Corporation Law of the State of Delaware.

3. This Certificate of Amendment shall be effective at 5:33 p.m. (Eastern Time) on November 14, 2014.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer on this 14 day of November, 2014.

MetLife Insurance Company of Connecticut

By: 

Name: Jacob M. Jankowski

Office: Corporate Secretary

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "METLIFE INSURANCE COMPANY OF CONNECTICUT" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2014, AT 11:42 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FOURTEENTH DAY OF NOVEMBER, A.D. 2014, AT 5:31 O'CLOCK P.M.

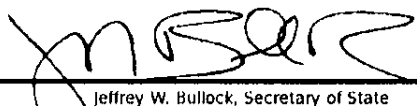
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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141341080



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1815628

DATE: 10-28-14

**CERTIFICATE OF INCORPORATION
OF
METLIFE INSURANCE COMPANY OF CONNECTICUT**

MetLife Insurance Company of Connecticut, a corporation originally organized under the laws of the State of Connecticut on June 17, 1863, for the purpose of continuing its existence, without interruption, as a corporation existing under the laws of the State of Delaware, does hereby elect, pursuant to Section 265 of the General Corporation Law of the State of Delaware, to convert from a corporation organized under the laws of the State of Connecticut to a corporation organized under the laws of the State of Delaware. Upon the effectiveness of the Certificate of Conversion of MetLife Insurance Company of Connecticut, a Connecticut corporation, to MetLife Insurance Company of Connecticut, a Delaware corporation, and this Certificate of Incorporation, (i) MetLife Insurance Company of Connecticut, a Delaware corporation, shall be considered to be the same corporation as MetLife Insurance Company of Connecticut, a Connecticut corporation, and such conversion shall constitute a continuation of the existence of MetLife Insurance Company of Connecticut, a Connecticut corporation, in the form of MetLife Insurance Company of Connecticut, a Delaware corporation; and (ii) all of the rights, privileges and powers of MetLife Insurance Company of Connecticut, a Connecticut corporation, and all property, real, personal and mixed, and all debts due to MetLife Insurance Company of Connecticut, a Connecticut corporation, as well as all other things and causes of action belonging to MetLife Insurance Company of Connecticut, a Connecticut corporation, shall remain vested in MetLife Insurance Company of Connecticut, a Delaware corporation, and shall be the property of MetLife Insurance Company of Connecticut, a Delaware corporation, and the title to any real property vested by deed or otherwise in such other entity shall not revert or be in any way impaired by reason of the General Corporation Law of the State of Delaware; but all rights of creditors and all liens upon any property of MetLife Insurance Company of Connecticut, a Connecticut corporation, shall be preserved unimpaired, and all debts, liabilities and duties of MetLife Insurance Company of Connecticut, a Connecticut corporation, shall remain attached to MetLife Insurance Company of Connecticut, a Delaware corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as MetLife Insurance Company of Connecticut, a Delaware corporation.

For the purpose of setting forth its Certificate of Incorporation as a Delaware corporation, MetLife Insurance Company of Connecticut, a Connecticut corporation, has caused the undersigned incorporator to execute this Certificate of Incorporation and to certify as follows:

FIRST. The name of the corporation is MetLife Insurance Company of Connecticut (the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing, the Corporation shall have and may exercise the power to issue any or all of its policies or contracts with or without participation in profits, savings, unabsorbed portions of premiums or surplus, to classify policies issued and perils insured on a participating and nonparticipating basis, and to determine the right to participate and the extent of participation of any class or classes of policies. All dividends to policyholders allocated to such participating policies, which dividends to policyholders shall not be claimed and called for within two years after the same shall have been declared, shall, to the fullest extent permitted by law, be forfeited to the Corporation. For the avoidance of doubt, the term "dividends to policyholders," as used in this Article THIRD, shall not be deemed to refer to a dividend declared and paid on the shares of any class or series of the Corporation's capital stock pursuant to Section 170 of the General Corporation Law of the State of Delaware. The Corporation is being incorporated in connection with the conversion of MetLife Insurance Company of Connecticut, a Connecticut corporation ("MetLife Connecticut"), to the Corporation (the "Conversion"), and this Certificate of Incorporation is being filed simultaneously with the Certificate of Conversion of MetLife Connecticut to the Corporation (the "Certificate of Conversion").

FOURTH. The total number of shares of capital stock that the Corporation shall have authority to issue is five thousand (5,000), which shall be divided into two classes, consisting of four thousand (4,000) shares of common stock, par value \$25,000 per share (the "Common Stock"), and one thousand (1,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

Upon the effectiveness of the Certificate of Conversion and this Certificate of Incorporation on November 14, 2014 at 5:31 p.m. (Eastern Time) (the "Effective Time"), each 10,000 shares of common capital stock of MetLife Connecticut issued and outstanding immediately prior to the Effective Time shall be converted into, and shall be deemed to be, one (1) issued and outstanding, fully paid and nonassessable share of Common Stock, without any action required on the part of the Corporation or the holder thereof. Any certificate that, immediately prior to the Effective Time, represented shares of common capital stock of MetLife Connecticut shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, be deemed to represent the number of shares of Common Stock into which such shares were converted pursuant to the preceding provisions of this Article FOURTH.

Shares of Preferred Stock may be issued in one or more series, from time to time, with each such series to consist of such number of shares and to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors of the Corporation (the "Board"), and the Board is hereby expressly vested with authority, to the full extent now or hereafter provided by law, to adopt any such resolution or resolutions.

FIFTH. The incorporator of the Corporation is Jacob Jenkelowitz, whose mailing address is c/o MetLife, 1095 Avenue of the Americas, New York, New York 10036-6796.

SIXTH. Unless and except to the extent that the bylaws of the Corporation (the "Bylaws") shall so require, the election of directors of the Corporation need not be by written ballot.

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized to make, alter and repeal the Bylaws.

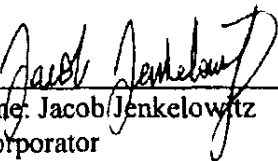
EIGHTH. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

* * *

This Certificate of Incorporation shall be effective at 5:31 p.m. (Eastern Time) on November 14, 2014.

The undersigned incorporator hereby acknowledges that this Certificate of Incorporation is his act and deed on this 28th day of October, 2014.



Name: Jacob Jenkelowitz
Incorporator

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CONNECTICUT CORPORATION UNDER THE NAME OF "METLIFE INSURANCE COMPANY OF CONNECTICUT" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2014, AT 11:42 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FOURTEENTH DAY OF NOVEMBER, A.D. 2014, AT 5:31 O'CLOCK P.M.

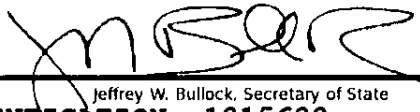
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5629009 8100V

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1815628

DATE: 10-28-14

CERTIFICATE OF CONVERSION
OF
METLIFE INSURANCE COMPANY OF CONNECTICUT
(a Connecticut corporation)
TO
METLIFE INSURANCE COMPANY OF CONNECTICUT
(a Delaware corporation)

This Certificate of Conversion, dated October 28, 2014, is being duly executed and filed by MetLife Insurance Company of Connecticut, a Connecticut corporation (the "Foreign Corporation"), to convert the Foreign Corporation to MetLife Insurance Company of Connecticut, a Delaware corporation (the "Corporation"), pursuant to Section 265 of the General Corporation Law of the State of Delaware (the "General Corporation Law").

1. The Foreign Corporation was first formed on June 17, 1863 under the laws of the State of Connecticut and was a stock corporation under the laws of the State of Connecticut immediately prior to the filing of this Certificate of Conversion.

2. The name of the Foreign Corporation immediately prior to the filing of this Certificate of Conversion was MetLife Insurance Company of Connecticut. The Foreign Corporation was a Connecticut stock corporation immediately prior to the filing of this Certificate of Conversion.

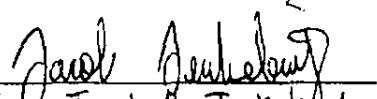
3. The name of the Corporation as set forth in its certificate of incorporation filed in accordance with Section 265(b) of the General Corporation Law is MetLife Insurance Company of Connecticut.

4. The conversion of the Foreign Corporation to the Corporation shall be effective at 5:31 p.m. (Eastern Time) on November 14, 2014.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the date first-above written.

MetLife Insurance Company of Connecticut,
a Connecticut corporation

By:


Name: Jacob A. Jenkelowitz
Title: Corporate Secretary