

803376  
Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 617-6380  
From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (614) 280-3338  
Fax Number : (954) 208-0845

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
METLIFE INSURANCE COMPANY USA

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

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15 OCT 31 12:50:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2016 OCT 31 PM 12:26

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Corporate Filing Menu

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MetLife Insurance Company USA  
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:

Jacob Jenkelowitz  
Name of Contact Person

MetLife Insurance Company USA  
Firm/Company

11225 North Community House Road  
Address

Charlotte, NC 28277  
City/State and Zip Code

jjenkowitz@metlife.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jacob Jenkelowitz at ( 212 ) 578-4344  
Name of Contact Person 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 USA  
(Name of corporation as it appears on the records of the Department of State)
- 2. Connecticut (Incorporated under laws of)
- 3. August 20, 1928 (Date authorized to do business in 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? \_\_\_\_\_
- 5. \_\_\_\_\_  
(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.  
  
\_\_\_\_\_ (New duration)
- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Delaware  
(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.

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FLORIDA

Eric T. Steigerwalt  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Eric T. Steigerwalt  
(Typed or printed name of person signing)

President and Chief Exec. Officer  
(Title of person signing)



**SECRETARY OF THE STATE**  
 MAILING ADDRESS: COMMERCIAL RECORDING DIV.  
 DELIVERY ADDRESS: COMMERCIAL RECORDING DIV.  
 PHONE: 860-509-8003 WEBSITE: [sos.ct.gov](http://sos.ct.gov)

FILING #2005206873 PG. 01 OF 04 VOL. 8-01995  
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**SECRETARY OF THE STATE**  
**CONNECTICUT SECRETARY OF THE STATE**

**CERTIFICATE OF REDOMESTICATION FROM CONNECTICUT**  
**INSURANCE COMPANY REDOMESTICATION**

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<b>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</b>  NAME: Jacob M. Jenkelowitz ADDRESS: MetLife 1095 Avenue of the Americas CITY: New York STATE: New York ZIP: 10036-6706		<b>FILING FEE: \$100</b>  MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
<b>1. NAME OF CONNECTICUT INSURANCE COMPANY:</b> MetLife Insurance Company of Connecticut		
<b>2. STATE TO WHICH THE INSURANCE COMPANY IS REDOMESTICATING:</b> Delaware		
<b>3. APPROVALS:</b> THE CORPORATION'S REDOMESTICATION WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF CONNECTICUT AS DEMONSTRATED BY SUCH COMMISSIONER'S CERTIFICATE OF APPROVAL INCLUDED HERewith. See Attachment 1  THE CORPORATION'S REDOMESTICATION FROM CONNECTICUT WAS FURTHER APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF Delaware (STATE TO WHICH CORPORATION IS REDOMESTICATING)		
<b>4. VOTE INFORMATION: (Check and complete A. Or B.)</b>		
<input checked="" type="checkbox"/> (A) THE INSURANCE COMPANY HAS AUTHORITY TO ISSUE CAPITAL STOCK. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS SHAREHOLDERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF SHAREHOLDER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR, IF NO SHAREHOLDER APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT). See Attachment 2  <input type="checkbox"/> (B) THE CORPORATION IS A MUTUAL INSURANCE COMPANY. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS MEMBERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF MEMBER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR, IF NO MEMBERSHIP APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT).		
<b>5. EXECUTION (SUBJECT TO PENALTY OF FALSE STATEMENT):</b>		
DATED THIS <u>21st</u> DAY <u>of October</u> , 20 <u>14</u>		
NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Jacob M. Jenkelowitz	Corporate Secretary	

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CONNECTICUT SECRETARY OF THE STATE

Attachment 1

The redomestication (the "Redomestication") of MetLife Insurance Company of Connecticut (the "Corporation") from Connecticut to Delaware shall be effective at 5:31 p.m. Eastern Time on November 14, 2014, unless prior to such time the Corporation provides notice to the Insurance Commissioner of the State of Connecticut (the "Insurance Commissioner"), and so corrects this filing, that the Redomestication shall not be effective at such time, in which case the Redomestication shall be effective at such later date and time as provided in a further notice to the Insurance Commissioner and correction to this filing.

The Insurance Commissioner's approval of the Redomestication is attached.

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Attachment 2

The Corporation's Redomestication was approved by resolution of its Board of Directors  
and by its shareholders as follows:

1. Vote of Board of Directors of Corporation:

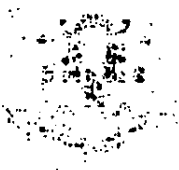
Total Number of Board Members: 3

In Favor: 3 Against: 0 Abstain: 0

2. Vote of Shareholders of the Corporation:

Total Number of Outstanding Shares: 30,000,000

In Favor: 30,000,000 Against: 0 Abstain: 0



**STATE OF CONNECTICUT**  
**INSURANCE DEPARTMENT**

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CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

the redomestication of the MetLife Insurance Company of Connecticut, a Connecticut Company, to the State of Delaware is approved. The effective date of redomestication is November 14, 2014.

Witness my hand and official seal, at HARTFORD,  
This 24th day of October, 2014

A handwritten signature in cursive script, appearing to read "Kevin B. Reardon".

Insurance Commissioner

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office.

In Testimony whereof, I have hereunto set my hand  
and affixed the Seal of said State, at Hartford,  
this 31<sup>ST</sup> day of OCTOBER A.D. 2016



\_\_\_\_\_  
SECRETARY OF THE STATE