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PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 835382

1. Corporation Name

Sun Life of Canada (U.S.) Distributors, Inc.

Principal Place of Business

Mailing Address

One Sun Life Executive Park, SC3331
 Wellesley Hills, MA 02481

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/12/1975

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT Corporation System
 1200 S. Pine Island Road
 Plantation, FL 33324

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when restating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	CD <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	C. James Prieur
STREET ADDRESS		1.3 STREET ADDRESS	19 Cloyelly Rd
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Wellesley, MA 02481
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	PD <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	Anne M. Georges
STREET ADDRESS		2.3 STREET ADDRESS	160 Skyline Dr
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Westwood, MA 02090
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	VD <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	Robert P. Vrolyk
STREET ADDRESS		3.3 STREET ADDRESS	5 Knob Cone Dr.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Boylston, MA
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	D <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	S. Caesar Raboy
STREET ADDRESS		4.3 STREET ADDRESS	220 Boylston St
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Boston, MA 02110
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	S <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	Maura A. Murphy
STREET ADDRESS		5.3 STREET ADDRESS	18 Seaver St
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Wellesley Hills, MA 02481
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	AS <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	Roy P. Creedon
STREET ADDRESS		6.3 STREET ADDRESS	9 Herbert Rd
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Belmont, MA 02178

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:

Maura A. Murphy
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)