

835382

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

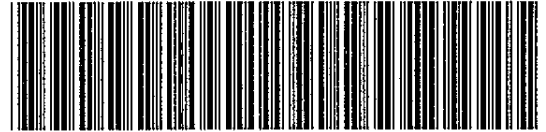
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE
1-1-05

11/29/04--01040--006 **35.00

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04 NOV 29 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
OBB
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Amy E. Mihaich
Paralegal
Law Department

MFS/Sun Life Financial
Distributors, Inc.
1335
One Sun Life Executive Park
Wellesley Hills, MA 02481-5699
Tel: (781) 446-1825
(800) 786-5433 ext. 1825
Fax: (781) 237-0707
amy.mihaich@sunlife.com

VIA OVERNIGHT MAIL

November 24, 2004

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: MFS/Sun Life Financial Distributors, Inc.
Document No.: 835382

To Whom It May Concern:

Attached please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, which facilitates a name change. In addition, attached is an original certificate from the State of Delaware evidencing the amendment and a check in the amount of \$35.00, to cover the filing fees.

If you have any questions, please do not hesitate to contact me at the above numbers.

Very truly yours,

Amy E. Mihaich
Paralegal

Enclosure

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MFS/Sun Life Financial Distributors, Inc.
(Name of corporation)

DOCUMENT NUMBER: 835382

The enclosed Amendment and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Amy Mihaich
(Name of person)

Sun Life Financial
(Name of firm/company)

One Sun Life Executive Park, SC 1335
(Address)

Wellesley Hills, MA 02481
(City/state and zip code)

For further information concerning this matter, please call:

Amy Mihaich at (781) 446-1825
(Name of 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
409 E. Gaines Street
Tallahassee, FL 32399

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)

EFFECTIVE DATE
1-1-05

835382

(Document number of corporation (if known))

1. MFS/Sun Life Financial Distributors, Inc

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

2. Delaware

(Incorporated under laws of)

3. 11/12/1975

(Date authorized to do business in Florida)

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SECRETARY 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? 1/1/2005

5. Sun Life Financial Distributors, Inc.

(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)

Ellen B. King
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Ellen B. King

(Typed or printed name of person signing)

11/24/04
(Date)

Secretary

(Title of person signing)

Delaware

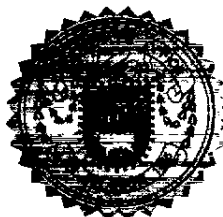
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "MFS/SUN LIFE FINANCIAL DISTRIBUTORS, INC.", CHANGING ITS NAME FROM "MFS/SUN LIFE FINANCIAL DISTRIBUTORS, INC." TO "SUN LIFE FINANCIAL DISTRIBUTORS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2004, AT 10:45 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 FIRST DAY OF JANUARY, A.D. 2005.



0758614 8100

040828469

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3482641

DATE: 11-17-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:55 AM 11/17/2004
FILED 10:45 AM 11/17/2004
SRV 040828469 - 0758614 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MFS/Sun Life Financial Distributors, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held on October 19, 2004, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of MFS/Sun Life Financial Distributors, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Sun Life Financial Distributors, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on January 1, 2005.

IN WITNESS WHEREOF, said MFS/Sun Life Financial Distributors, Inc. has caused this certificate to be signed by Ellen B. King, its Secretary, this 17th day of November, 2004.

MFS/Sun Life Financial Distributors, Inc.

By Ellen B. King
Ellen B. King, Secretary