

835382

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 20 PM 3:48

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

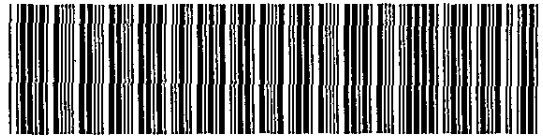
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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N/C

V SHEPARD MAR 28 2003



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

March 19, 2003

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

Re: MFS/Sun Life Financial Distributors, Inc.
(f/k/a Sun Life of Canada (U.S.) Distributors, Inc.)

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,

A handwritten signature in cursive script that reads "Amy E. Mihaich".

Amy E. Mihaich
Paralegal

Enclosure

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sun Life of Canada (U.S.) 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 E. 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 E. Mihaich

(Name of person)

at (

781

)

446-1825

(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)

FILED STATE
SECRETARY OF CORPORATIONS
03 MAR 20 PM 3:48

835382

(Document number of corporation (if known))

1. Sun Life of Canada (U.S.) 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)

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? 11/22/02
5. MFS/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)
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)

William T. Evers
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

William T. Evers
(Typed or printed name)

3/19/2003

(Date)

Assistant Secretary

(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MFS/SUN LIFE FINANCIAL DISTRIBUTORS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

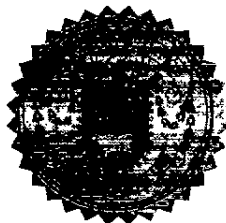
CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF AUGUST, A.D. 1970, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF APRIL, A.D. 1975, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SUNCAN EQUITY SERVICES COMPANY" TO "SUN INVESTMENT SERVICES COMPANY", FILED THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1985, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SUN INVESTMENT SERVICES COMPANY" TO "SUN LIFE OF CANADA (U.S.) DISTRIBUTORS, INC.", FILED THE NINETEENTH DAY OF SEPTEMBER, A.D. 1997, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SUN LIFE OF CANADA (U.S.) DISTRIBUTORS, INC." TO "MFS/SUN LIFE FINANCIAL DISTRIBUTORS, INC.", FILED THE TWENTY-SECOND DAY OF NOVEMBER,



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0758614 8100H

AUTHENTICATION: 2313868

030179576

DATE: 03-18-03

Delaware

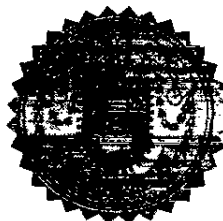
PAGE 2

The First State

A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0758614 8100H

AUTHENTICATION: 2313868

030179576

DATE: 03-18-03

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CERTIFICATE OF INCORPORATION

OF

Seaman Equity Services Company

FILED

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James H. ...
Secretary of State

1970 AUG 14

CERTIFICATE OF INCORPORATION
OF
SUNCAN EQUITY SERVICES COMPANY

1. The name of the corporation is Suncan Equity Services Company.

2. The address of its registered office in the State of Delaware is 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purpose to be conducted or promoted is:

- (a) to sell, assign, negotiate, transfer, exchange and otherwise dispose of, and generally to trade in and deal in, acting as principal, agent, broker, or dealer, variable insurance products and securities and investments of every nature and kind, including without limitation all types of variable annuities, stocks, bonds, debentures or obligations or evidences of indebtedness or ownership issued or created by any and all persons, associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any other jurisdiction, domestic or foreign, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to subscribe for, receive, purchase or otherwise acquire, own, hold, pledge, hypothecate, mortgage, assign or deposit any such securities and investments; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this corporation; to exercise as owner or holder of any such securities and investments, all rights, powers, and privileges with respect thereto; and to do any and all acts and things necessary or desirable for the preservation, protection, improvement and enhancement in

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value of any and all such securities and investments;

(b) in general to possess and exercise all powers and privileges granted and to engage in all activities authorized by the general corporation law of Delaware or by any other law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is five thousand (5000) shares of common stock and the par value of each of such shares is one hundred dollars (\$100.00) amounting in the aggregate to five hundred thousand dollars (\$500,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
W. Crosby Roper, Jr.	888 16th Street, N.W. Washington, D. C. 20006
Cyril V. Smith, Jr.	888 16th Street, N.W. Washington, D. C. 20006

6. The corporation is to have perpetual existence.

7. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware, at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

8. The corporation may amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do

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make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 4th day of August, 1970.

H. Crosby Pappas
April J. Smith

1974 Dec 31 1975
1975 Jan 25

1975-10
The Camp Street Co.

CERTIFICATE OF MERGER
OF
SUNCAN EQUITY SERVICES COMPANY (DEL.DOM.)
MERGING
SUNCAN INVESTMENT SERVICES COMPANY (DEL.DOM.)
UNDER NAME OF
SUNCAN EQUITY SERVICES COMPANY (DEL.DOM.)

7586-14

FILED

APR 30 1975 10 Am.

Patricia A. Reed

CERTIFICATE OF MERGER

OF

SUNCAN EQUITY SERVICES COMPANY

AND

SUNCAN INVESTMENT SERVICES COMPANY

1. The name of each constituent corporation is as follows: Suncan Equity Services Company and Suncan Investment Services Company. The state of incorporation of each of the constituent corporations is Delaware.

2. A Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251(c) of Chapter 1 of Title 8 of the Delaware Code.

3. The name of the surviving corporation is SUNCAN EQUITY SERVICES COMPANY.

4. On the effective date of the merger, the certificate of incorporation of the surviving corporation is amended by changing Paragraph 3 thereof so that, as amended, said Paragraph 3 shall be and read as follows:

"3. The nature of the business or purpose to be conducted or promoted is:

- (a) to sell, assign, negotiate, transfer, exchange and otherwise dispose of, and generally to trade in and deal in, acting as principal, agent, broker, or dealer, variable insurance products and securities and investments of every nature and kind, including without limitation all types of variable annuities, stocks, bonds, debentures or obligations or evidences of indebtedness or ownership issued or created by any and all persons, associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any other jurisdiction, domestic or foreign and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to subscribe for, receive, purchase or otherwise acquire, own, hold, pledge, hypothecate, mortgage, assign or deposit any such securities and investments; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the

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assets of this corporation; to exercise as owner or holder of any such securities and investments, all rights, powers, and privileges with respect thereto; and to do any and all acts and things necessary or desirable for the preservation, protection, improvement and enhancement in value of any and all such securities and investments;

- (b) to act as an investment counsellor or adviser, giving counsel and advice concerning investments in all forms of property, real and personal, including without limitation securities of every nature and kind; to manage investment portfolios, whether acting as agent or principal; and to provide consulting, advisory and administrative services in connection with all aspects of business and financial management and planning and the management of investment portfolios.
- (c) In general to possess and exercise all powers and privileges granted to and to engage in all activities authorized by the general corporation law of Delaware or by any other law of Delaware."

5. The executed Merger Agreement is on file at the principal place of business of the surviving corporation at 1 Sun Life Executive Park, Wellesley Hills, Massachusetts 02181.

6. A conformed copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Suncan Equity Services Company has caused this certificate to be executed by their duly authorized officers on the 23rd day of April, 1975

SUNCAN EQUITY SERVICES COMPANY

ALERT

By [Signature]
President

[Signature]
Secretary

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF NORFOLK) ss.

BE IT REMEMBERED that on this 23rd day of April, 1975, personally came before me, A Notary Public in and for the County and State aforesaid, Thomas M. Galt, President of SUNCAN EQUITY SERVICES COMPANY, a corporation of the State of Delaware, and he duly executed the attached Certificate of Merger before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true, and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public

My comm. expires
Dec 31 1980

Certificate of Merger of the "SUNCAN INVESTMENT SERVICES COMPANY",
merging with and into the "SUNCAN EQUITY SERVICES COMPANY", under
the name of "SUNCAN EQUITY SERVICES COMPANY", as received and filed
in this office the thirtieth day of April, A.D. 1975, at 10 o'clock A.M.

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SEP 26 1985

10AM

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

SUNCAN EQUITY SERVICES COMPANY, 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 July 26, 1985, 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 Suncan Equity Services Company 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 Investment Services Company."

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.

IN WITNESS WHEREOF, said Suncan Equity Services Company has caused this certificate to be signed by David D. Horn, its President and attested by Bonnie S. Angus, its Secretary, this 9th day of September, 1985.

ATTEST:

SUNCAN EQUITY SERVICES COMPANY

By Bonnie S. Angus
Secretary

By [Signature]

8/20/85
ma:3175d

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

SUN INVESTMENT SERVICES COMPANY, 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 July 23, 1997 adopted a resolution proposing and declaring advisable that the corporation's name be changed, and that by a Written Consent in Lieu of Vote, dated September 9, 1997 adopted a resolution as to the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Suncan Equity Services Company, now known as Sun Investment Services Company 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 of Canada (U.S.) Distributors, Inc."

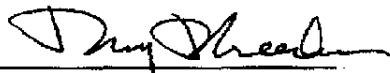
SECOND, that in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


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.

IN WITNESS WHEREOF, said Sun Investment Services Company has caused this certificate to be signed by David D. Horn, its Chairman and attested by Roy P. Creedon, its Secretary, this 9th day of September, 1997.

ATTEST:

SUN INVESTMENT SERVICES COMPANY

By 
Secretary

By 
Chairman

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Sun Life of Canada (U.S.) 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, by the unanimous written consent of its members, filed with the minutes of the Board 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 Sun Life of Canada (U.S.) 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 MFS/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 the new name of the Corporation, as described above, shall be effective as of January 1, 2003.

IN WITNESS WHEREOF, said Sun Life of Canada (U.S.) Distributors, Inc. has caused this certificate to be signed by James A. McNulty, III, its Chairman, and attested by William T. Evers, its Assistant Secretary, this 20th day of November, 2002.

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

ATTEST:

By William T. Evers
Assistant Secretary

By James A. McNulty, III
Chairman