

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 850360 (9)

1. Corporation Name
C. M. LIFE INSURANCE COMPANY



Principal Place of Business
**140 GARDEN STR
 STE 264
 HARTFORD CT 06154
 US**

Mailing Address
**1295 STATE ST., MIP B040
 SPRINGFIELD MA 01111-0001**

3. Date Incorporated or Qualified
09/15/1981

3a. Date of Last Report
09/27/1996

4. FEI Number
06-1041383

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25 29 30

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

9. Name and Address of Current Registered Agent

**INSURANCE COMMISSIONER
 THE CAPITOL
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

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: _____ (NOT: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	SAMS, DAVID E JR	
STREET ADDRESS	1295 STATE ST.	
CITY-ST-ZIP	SPRINGFIELD MA 01111	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DAVIES, JOHN B	
STREET ADDRESS	1295 STATE ST.	
CITY-ST-ZIP	SPRINGFIELD MA 01111	
TITLE	S	<input type="checkbox"/> DELETE
NAME	LOMELI, ANN F	
STREET ADDRESS	1295 STATE ST.	
CITY-ST-ZIP	SPRINGFIELD MA 01111	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FITZGERALD, DANIEL J	
STREET ADDRESS	1295 STATE ST.	
CITY-ST-ZIP	SPRINGFIELD MA 01111	
TITLE	T	<input type="checkbox"/> DELETE
NAME	ISELEY, ANN	
STREET ADDRESS	1295 STATE ST.LE	
CITY-ST-ZIP	SPRINGFIELD MA 01111	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	MARCUCCILLI, J B	
STREET ADDRESS	1295 STATE ST.LE	
CITY-ST-ZIP	SPRINGFIELD MA 01111	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

(See attached Schedule of Directors and Officers)

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do 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 on an attachment with an address.

SIGNATURE: *Ann F Lomeli* *4/2/97*

CR2E034 (9/96)

C.M. LIFE INSURANCE COMPANY

Board of Directors

Lawrence V. Burkett, Jr.
John B. Davies
Daniel J. Fitzgerald
Stuart H. Reese

Officers

Lawrence V. Burkett, Jr.	President and CEO
Paul D. Adornato	Senior Vice President - Operations
Anne Melissa Dowling	Senior Vice President - Large Corporate Marketing
Maureen R. Ford	Senior Vice President - Annuity Marketing
Stuart H. Reese	Senior Vice President - Investments
Isadore Jermyn	Senior Vice President and Actuary
Ann Iseley	Treasurer
Ann F. Lomeli	Secretary

Business address for all of the above is

c/o Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, MA 01111
413/788-8411

April 18, 1997