



CT CORPORATION

December 13, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

02 DEC 13 PM 2:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 5704252 WO  
Customer Reference 1: 172986  
Customer Reference 2: Restacking- MetLife Group

Dear Secretary of State, Florida:

Please file the attached:

MetLife Group, Inc. (NY)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MetLife Group, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. New York 3. 55-0790010  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/02/02 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/2003  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One Madison Avenue, New York, NY 10010  
(Principal office address)

same  
(Current mailing address)

8. See Attachment  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and **street address** of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T Corporation System

By: *Connie Bergin*  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS → See Attachment

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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STATE OF FLORIDA

B. OFFICERS → SEE ATTACHMENT

President: \_\_\_\_\_

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

Vice President: Richard S. Collins

Address: One Madison Avenue

New York, NY 10010

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James D. Gaughan, Asst. Secretary

(Typed or printed name and capacity of person signing application)

Attachment to Florida

**Purpose Clause**

The purpose for which the corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

**Officers & Directors**

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- |    |                   |  |
|----|-------------------|--|
| 1. | Full Name:        | Richard S. Collins                     |
|    | Officer/Director: | Officer, Director                      |
|    | Officer's Title:  | Vice President and Assistant Secretary |
|    | Business Address: | One Madison Avenue                     |
|    | City:             | New York                               |
|    | State:            | NY                                     |
|    | ZIP Code:         | 10010                                  |

RECEIVED  
TUESDAY, JAN 13 PM 2:00  
TALLAHASSEE, FLORIDA

MetLife Group, Inc. Directors & Officers

Richard S. Collins  
One Madison Avenue  
New York, NY 10010-3690

James N. Heston  
One Madison Avenue  
New York, NY 10010-3690

Joseph A. Reali  
One MetLife Plaza  
27-01 Queens Plaza North  
Long Island City, NY 11101

Office

Vice President and Assistant Secretary

Vice President

Vice President, Tax

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MetLife Group, Inc. Officers

Steven J. Brash  
One MetLife Plaza  
27-01 Queens Plaza North  
Long Island City, NY 11101

Gary A. Beller  
One Madison Avenue  
New York, NY 10010-3690

Gwenn L. Carr  
One Madison Avenue  
New York, NY 10010-3690

Tracey A. Dedrick  
One MetLife Plaza  
27-01 Queens Plaza North  
Long Island City, NY 11101

James D. Gaughan  
One Madison Avenue  
New York, NY 10010-3690

Ignazio J. Greco  
One MetLife Plaza  
27-01 Queens Plaza North  
Long Island City, NY 11101

Office

Assistant Secretary

President

Vice President and Secretary to the Board

Vice President and Assistant Treasurer

Assistant Vice President and  
Assistant Secretary

Assistant Secretary

Anthony J. Williamson  
One MetLife Plaza  
27-01 Queens Plaza North  
Long Island City, NY 11101

Vice President and Treasurer

**State of New York } ss:  
Department of State**

I hereby certify, that the Certificate of Incorporation of METLIFE GROUP, INC. was filed on 07/30/2002, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



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Witness my hand and the official seal of the Department of State at the City of Albany, this 09th day of December, two thousand and two.

A handwritten signature in black ink, appearing to read "R. A. D.", is written over the printed name of the Secretary of State.

Secretary of State

02 DEC 13 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED