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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Genworth Administrators, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F97000002123

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alyssa Gair
(Name of Contact Person)

Sun Life Financial
(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:

Alyssa Gair at (781) 446-3288
(Name of Contact 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Delaware

PAGE 1

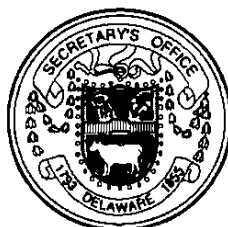
The First State

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 "GENWORTH ADMINISTRATORS, INC.", CHANGING ITS NAME FROM "GENWORTH ADMINISTRATORS, INC." TO "SUN LIFE ADMINISTRATORS (U.S.), INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2007, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF DECEMBER, A.D. 2007.

2531207 8100

071147427



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6100058

DATE: 10-24-07

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of

Genworth Administrators, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 1 " so that, as amended, said Article shall be and read as follows:

The name of the corporation is Genworth Administrators, Inc. until November 30, 2007. Effective December 1, 2007, the name of the Corporation shall be Sun Life Administrators (U.S.), Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 5 day of September, 2007.

By 
Authorized Officer

Title: AVP & Sr. Counsel and Secretary

Name: Michael S. Bloom
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 09/06/2007
FILED 11:30 AM 09/06/2007
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