# F 9700000 2123

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#### **COVER LETTER**

TO:	Amendment Section Division of Corporations	
SUB	JECT: Genworth Administrators, Inc. (Name	e of Corporation)
DOC	UMENT NUMBER: F97000002123	
The e	nclosed Amendment and fee are subr	mitted for filing.
Pleas	e return all correspondence concernin	ng this matter to the following:
Alyssa		<del></del>
	(Name of Contact Person)	
Sun Li	fe Financial	
	(Firm/Company)	
One S	un Life Executive Park, SC 1335 (Address)	
Welle:	sley Hills, MA 02481	
	(City/State and Zip Code)	
For fi	urther information concerning this ma	atter, please call:
Alyssa		at (781 ) 446-3288 (Area Code & Daytime Telephone Number)
	(Name of Contact Person)	(Area Code & Daytime Telephone Number)
Enclo	sed is a check for the following amou	unt:
×	\$35.00 Filing Fee Certificate of State	
Amer Divis P.O. 1	ng Address: Indiment Section Identification of Corporations Box 6327 Inassee, FL 32314	Street Address: Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

### 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)

F97000002123		
(Document numb	per of corporation (if known)	
Genworth Administrators, Inc.		S C
(Name of corporation as it appear	rs on the records of the Department of State)	7 DEC
2. Delaware	3. 04/22/1997	AS 2
(Incorporated under laws of)	(Date authorized to do busi	ineXinxFlorida)
	ECTION II Y THE APPLICABLE CHANGES)	F STATE FLORIDA
4. If the amendment changes the name of the corporate	tion, when was the change effected un	der the laws of
its jurisdiction of incorporation? December 1, 2007		
5. Sun Life Administrators (U.S.), Inc.		
appropriate abbreviation, if not contained in new and the contained in new alternation (If new name is unavailable in Florida, enter alternations business in Florida)  6. If the amendment changes the period of duration, in	ate corporate name adopted for the pur	pose of transacting
7. If the amendment changes the jurisdiction of incorp	New duration) poration, indicate new jurisdiction.	
(No	ew jurisdiction)	
8. Attached is a certificate or document of similar imp 90 days prior to delivery of the application to the D having custody of corporate records in the jurisdict  (Signature of a director, president or other officer - if of a receiver or other court appointed fiduciary, by the	in the hands	nticated not more than f State or other officia porated.
Michael S. Bloom	Secretary	
(Typed or printed name of person signing)	(Title of person sign	ing)

#### 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.

AND SOCIAL PROPERTY OF THE PRO

2531207 8100 071147427 Darriet Smile Hindson

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 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 SRV 070993635 - 2531207 FILE