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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

200003120212-38
-02/02/00-01013-003
*****35.00 *****35.00

CORPORATION(S) NAME

John Hancock Mutual Life Insurance Company
Changing to: John Hancock Life Insurance Company

Name
Change
Amendment

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
00 FEB -1 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability 2/2/00
Document _____
Examiner ASR
Updater ASR
Verifier _____
Acknowledgement _____
W.P. Verifier _____

02/01/00

RECEIVED
00 FEB -1 PM 4:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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.)

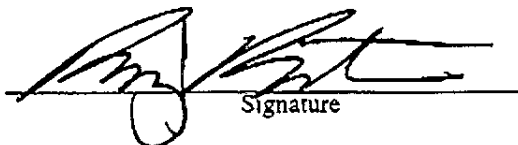
SECTION I
(1-3 MUST BE COMPLETED)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. John Hancock Mutual Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Massachusetts 3. March 15, 1927
Incorporated under laws of 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? The Company's plan of reorganization will become effective in February 2000.
5. John Hancock Life Insurance Company
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


Signature

February 1, 2000
Date

Barry J. Rubenstein
Typed or printed name

Vice President, Counsel and Secretary
Title

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	1,000	\$.01
Preferred:	-	Preferred:	-	

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

See Insert 5

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Insert 6

**If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Insert 2

The purposes for which the corporation is formed are as follows:

The Corporation is constituted for the purpose of transacting on the stock plan, the kinds of insurance now or hereafter described in or permitted by Clauses 6th, 10th, 14th 15th, and 16th of Section 47 and Section 54G of Chapter 175 of the General Laws of the Commonwealth of Massachusetts, and the businesses authorized by Section 47A of chapter 175 of the General Laws of the Commonwealth of Massachusetts, and any acts in amendment thereof or in addition thereto, and such other kinds of insurance as may be permitted now or hereafter to be transacted by insurance corporations organized or authorized to transact any of the kinds of insurance now or hereafter described or permitted by said Clauses of Section 47 and Sections 47A and 54G; and including any form of insurance which may be permitted by paragraphs (b) and (g) of Section 51 of said Chapter 175; and any acts in amendment thereof or in addition thereto; thus including the authority pursuant to said Clauses of Section 47 and Sections 47A and 54G; and including, pursuant to the provisions of paragraph (g) of said Section 51, authority to write such other form or forms of insurance coverage not included in the provisions of said Sections 47, 47A and 54G, and not contrary to the law, as the Massachusetts Commissioner of Insurance, in his or her discretion, may authorize and license subject to such terms and conditions as he or she may from time to time prescribe.

The Board of Directors may permit the issuance of participating policies, and may permit the policyholders of the Corporation from time to time to participate in the profits of its operations through the payment of dividends. The board of directors shall have the power to make reasonable classification or classifications of policies and to take such other action, in accordance with the law, as may be necessary or desirable to carry into effect any participation by policyholders in the profits of the operations of the Corporation.

Insert 5

Pursuant to Section 9.4 of the Plan of Reorganization of John Hancock Mutual Life Insurance Company dated August 31, 1999, (the "Plan of Reorganization"), and as authorized by Section 19E of Chapter 175 of the Massachusetts General Laws, no person (or persons acting in concert) may directly or indirectly offer to acquire or acquire the beneficial ownership of 10% or more of the common stock of the Corporation until two years after the effective date of the reorganization of John Hancock Mutual Life Insurance Company pursuant to the Plan of Reorganization, except a person that becomes such a beneficial owner as a result of John Hancock Financial Services, Inc.'s issuance of common stock to such person as consideration in an acquisition of another entity initiated by John Hancock Financial Services, Inc. by authority of the John Hancock Financial Services, Inc.'s board of directors. Further, without the prior approval of the John Hancock Financial Services Inc.'s board of directors, and the Massachusetts Commissioner of Insurance, no person (or persons acting in concert) may directly or indirectly offer to acquire or acquire beneficial ownership of 10% or more of the common stock of the Corporation during the one year period following the two year period described above, except a person that becomes such a beneficial owner as a result of the John Hancock Financial Services, Inc.'s issuance of its common stock to such person as consideration in acquisition of another entity initiated by the John Hancock Financial Services, Inc. by authority of the John Hancock Financial Services, Inc.'s board of directors. For purposes of this Article V, the term "person" shall mean an individual, corporation, joint venture, partnership, association, trust, trustee, unincorporated entity, organization or government or any department or agency thereof.

Insert 6

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

- (a) No contract or other transaction of this corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) this corporation is a stockholder or partner in, or affiliate of, such other corporation, association, or partnership, or (ii) any one or more of the officers or directors of this corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this corporation may be counted in determining the existence of a quorum at any meeting of the board of directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if he or she were not so interested or were not an officer, director, or partner of such other corporation, association, or partnership.
- (b) The corporation may be a partner in any business enterprise which it would have power to conduct itself.
- (c) The corporation may carry on any business, operation or activity through a wholly or partly owned subsidiary.
- (d) The by-laws may provide that the directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, these articles of organization, or the by-laws requires action by the stockholders.
- (e) Meetings of the stockholders may be held anywhere in the United States.
- (f) Except as otherwise provided by law, no stockholder shall have any right to examine any property or any books, accounts or other writings of the corporation if there is reasonable ground for belief that such examination will, for any reason, be adverse to the interests of the corporation, and a vote of the board of directors refusing permission to make such examination and setting forth that in the opinion of the board of directors such examination would be adverse to the interests of the corporation shall be prima-facie evidence that such examination would be adverse to the interests of the corporation. Every such examination shall be subject to such reasonable regulations as the board of directors may establish in regard thereto.

- (g) The board of directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share of its capital stock with par value issued by it over such par value shall be surplus. The board of directors may allocate to capital stock less than all of the consideration for any share of its capital stock without par value issued by it, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.
- (h) The purchase or other acquisition or retention by the corporation of shares of its own capital stock shall not be deemed a reduction of its capital stock. Upon any reduction of capital or capital stock, no stockholder shall have any right to demand any distribution from the corporation, except as and to the extent that the stockholders shall have provided at the time of authorizing such reduction.
- (i) The corporation shall have all powers granted to corporations by the laws of The Commonwealth of Massachusetts, provided that no such power shall include any activity inconsistent with the Business Corporation Law or the general laws of said Commonwealth.

BOARD OF DIRECTORS

John Hancock Mutual Life Insurance Company
 John Hancock Place, P.O. Box 111
 Boston, MA 02117

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Stephen L. Brown	180 Beacon Street Apartment 14G Boston, MA 02116	P.O. Box 111 Boston, MA 02117
David F. D'Alessandro	158 Buckskin Drive Weston, MA 02193	P.O. Box 111 Boston, MA 02117
Foster L. Aborn	121 Main Street Hingham, MA 02043	P.O. Box 111 Boston, MA 02117
Samuel W. Bodman	40 Battery Street Burroughs Wharf, Apartment 612 Boston, MA 02109-1005	Cabot Corporation 75 State Street Boston, MA 02109-1806
I. MacAllister Booth	68 Barnes Hill Road Concord, MA 01742	68 Barnes Hill Road Concord, MA 01742
Wayne A. Budd	460 Park Drive Boston, MA 02215	Bell Atlantic 185 Franklin Street, 18th Floor Boston, MA 02110
John M. Connors, Jr.	71 Sears Road Brookline, MA 02146	Hill, Holliday, Connors, Cosmopolos, Inc 200 Clarendon Street Boston, MA 02116
Robert E. Fast, Esq.	36 Walnut Park Newton, MA 02158	Hale and Dorr 60 State Street Boston, MA 02109
Dr. Kathleen Foley Feldstein	147 Clifton Street Belmont, MA 02178	Economic Studies, Inc. 147 Clifton Street Belmont, MA 02178
Nelson S. Gifford	14 Windsor Road Wellesley, MA 02181	Fleetwing Capital 75 Federal Street, Suite 1100 Boston, MA 02110-1911
Michael C. Hawley	42 Chestnut Street Boston, MA 02108	The Gillette Company 800 Boylston Street, 48th Floor Boston, MA 02199
Edward H. Linde	265 Country Drive Weston, MA 02193	Boston Properties, Inc. Prudential Center 800 Boylston Street, 4th Floor Boston, MA 02199
Judith A. McHale	1703 Delfield Street Chevy Chase, MD 20815	Discovery Communications, Inc. 7700 Wisconsin Avenue Bethesda, MD 20814
Richard F. Syron	394 Hammond Street Chestnut Hill, MA 02467	Thermo Electron Corporation 81 Wyman Street Waltham, MA 02454
Robert J. Tarr, Jr.	40 White Oak Road Wellesley, MA 02181-1435	40 White Oak Road Wellesley, MA 02181-1435

ARTICLE VII

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty* days after the date of filing.

FEB. 1, 2000

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

200 Chandler St Boston, MA 02117

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	David F. D'Alessandro	158 Bucksin Drive Weston, MA 02193	P.O. Box 111 Boston, MA 02117
Treasurer:	Gregory P. Winn	35 Woodland Street Sherborn, MA 01770	P.O. Box 111 Boston, MA 02117
Clerk:	Barry J. Rubenstein	6 Garvey Road Framingham, MA 01701	P.O. Box 111 Boston, MA 02117
Directors:	See Attached		

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: **DECEMBER**

d. The name and business address of the resident agent, if any, of the corporation is:

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

Amendment to Article I.

SIGNED UNDER THE PENALTIES OF PERJURY, this 26th day of February, 19 2000.

 , *President / ~~XXXXXXXXXX~~

 , SECRETARY


~~XXXXXXXXXX~~

*Delete the inapplicable words.


**If there are no amendments, state 'None'.

THE COMMONWEALTH OF MASSACHUSETTS
RESTATED ARTICLES OF ORGANIZATION
DOMESTIC STOCK INSURANCE COMPANY
(General Laws, Chapter 175, Section 50B)

I hereby certify that upon examination of the within Restated Articles of Organization duly submitted to me, it appears that said Restated Articles of Organization conform to the requirements of law and are hereby approved this 26th day of January, 2000.


LINDA RUTHARDT
Commissioner of Insurance

I hereby approve the within Restated Articles of Organization and, the filing fee in the amount of \$200.00 having been paid, said Restated Articles of Organization are deemed to have been filed with me this 26th day of January, 2000.


William Francis Galvin
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photo copy of amendment to be sent

TO: John Hancock Life Insurance Company
P.O. Box 111, T-58
Boston, MA 02117
ATTN: Ms. Antoniette Ricci, Assistant Secretary

516542821

3111

690939

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B, Section 74)

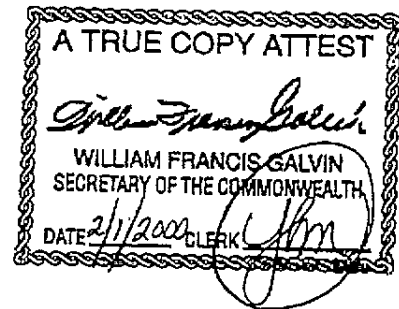
I hereby approve the within Restated Articles of Organization and
the filing fee in the amount of \$ 300 having been paid. said
articles are deemed to have been filed with me this 26th day of
January 2000

Effective Date: FEBRUARY 1, 2000

SECRETARY OF THE
COMMONWEALTH
00 JAN 26 PM 2:38
CORPORATION DIVISION



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Telephone: _____