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Apr 22 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **811220** (3)  
1. Corporation Name  
**THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)**



Principal Place of Business  
**200 BLOOR ST. E  
TORONTO, ONTARIO M4W 1E5**

Mailing Address  
**ATTN: L.T. FLOR. JR.  
P.O. BOX 640  
BUFFALO NY 14201-0640  
US**

3. Date Incorporated or Qualified <b>08/09/1956</b>	3a. Date of Last Report <b>03/27/1996</b>
4. FEI Number <b>01-0233346</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. <b>Toronto, Ontario</b>	28. <b>Toronto, Ontario</b>
24. Zip <b>M4W 1E5</b>	29. Country <b>Canada</b>
25. <b>Canada</b>	30. <b>US</b>

9. Name and Address of Current Registered Agent  
**DONOVAN, T.A.  
4830 WEST KENNEDY BLVD  
SUITE 590, ONE URBAN CENTER  
TAMPA FL 33609**

10. Name and Address of New Registered Agent	
81. Name <b>INSURANCE COMMISSIONER</b>	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. <b>FL</b>	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

Signature, type or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS	
TITLE	<b>SOC</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>NESBITT, STEPHEN CRAIG</b>
STREET ADDRESS	<b>334 ST CLEMENTS AVENUE</b>
CITY-ST-ZIP	<b>TORONTO, ONTARIO</b>
TITLE	<b>PDCB</b> <input type="checkbox"/> DELETE
NAME	<b>RICHARDSON, JOHN DAVID</b>
STREET ADDRESS	<b>RR #2</b>
CITY-ST-ZIP	<b>ACTON, ONTARIO</b>
TITLE	<b>T</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>BLOCK, MARTIN FREDERICK</b>
STREET ADDRESS	<b>28 CANARY CRESCENT</b>
CITY-ST-ZIP	<b>WILLOWDALE, ONTARIO</b>
TITLE	<b>FVPA</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>OSTLER, JOHN RICHARD</b>
STREET ADDRESS	<b>1206 ABBEY ROAD</b>
CITY-ST-ZIP	<b>PICKERING, ONTARIO</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>COLES, RICHARD BONAR</b>
STREET ADDRESS	<b>73 INDIAN GROVE</b>
CITY-ST-ZIP	<b>TORONTO, ONTARIO</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>GORDON, HERBERT BRUCE</b>
STREET ADDRESS	<b>19 ABBEYWOOD TRAIL</b>
CITY-ST-ZIP	<b>DON MILLS, ONTARIO</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<b>Secretary &amp; General Counsel</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<b>Gallagher, James David</b>
1.3 STREET ADDRESS	<b>73 Tremont Street, Suite 1300</b>
1.4 CITY-ST-ZIP	<b>Boston, Massachusetts 02108-3915</b>
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	<b>200 Bloor Street East</b>
2.3 STREET ADDRESS	<b>Toronto, Ontario M4W 1E5 Canada</b>
2.4 CITY-ST-ZIP	<b>Canada</b>
3.1 TITLE	<b>Treasurer</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	<b>Wong, Jean</b>
3.3 STREET ADDRESS	<b>200 Bloor Street East</b>
3.4 CITY-ST-ZIP	<b>Toronto, Ontario M4W 1E5 Canada</b>
4.1 TITLE	<b>VP &amp; CFO, U.S. Operations</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	<b>Vrysen, John Gysbertus</b>
4.3 STREET ADDRESS	<b>73 Tremont Street, Suite 1300</b>
4.4 CITY-ST-ZIP	<b>Boston, Massachusetts 02108-3915</b>
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	<b>200 Bloor Street East</b>
5.3 STREET ADDRESS	<b>Toronto, Ontario M4W 1E5 Canada</b>
5.4 CITY-ST-ZIP	<b>Canada</b>
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	<b>200 Bloor Street East</b>
6.3 STREET ADDRESS	<b>Toronto, Ontario M4W 1E5 Canada</b>
6.4 CITY-ST-ZIP	<b>Canada</b>

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 or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

**John D. Richardson**  
President

April 11, 1997

(416) 926-3525

Date

Daytime Phone #

0007014

CR2E034 (9/96)