

811220  
HILL, WARD & HENDERSON

ROSALIND K. BAK  
THOMAS W. BLACK  
MARIE ATTAWAY BORLAND  
GREGORY P. BROWN  
MICHAEL P. BRUNDAGE  
TIMOTHY M. CERIO  
MARK J. CRISER  
LAUREN S. CURTIS  
KAREN A. DEAN  
SCOTT W. DIBBS  
DAVID S. FELMAN  
TIMOTHY C. FORD  
S. KATHERINE FRAZIER  
DONNA J. FUDGE  
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JOHN B. GRANDOFF, III  
WILLIAM C. GUERRANT, JR.  
LINDA D. HARTLEY  
LYNN C. HEARN  
THOMAS N. HENDERSON, III  
HILARY C. HIGH  
BENJAMIN H. HILL, III  
K. TYLER HILL  
JOHN L. HOLCOMB

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101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602  
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LUIS MARTINEZ-MONFORT  
R. CRAIG MAYFIELD  
CONNOLLY CLARK MCARTHUR  
DOUGLAS P. McCLURG  
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W. LAWRENCE SMITH  
KEVIN H. SUTTON  
DAVID R. TYRRELL  
DENNIS P. WAGGONER  
DAVID E. WARD, JR.  
STEVEN A. WILLIAMS

ANDREW J. LUBRANO  
(1952-1998)

MARTIN L. GARCIA  
OF COUNSEL

August 3, 2001

300004527023--5  
-08/09/01--01011--013  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Ms. Susan Pane  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

RE: Manufacturers Life Insurance Company (U.S.A.)  
Our File No.: 52425-121

Dear Ms. Pane:

Enclosed with this letter are the following:

1. The *original* Application By Foreign Profit Corporation to File Amendment to Application For Authorization To Transact Business In Florida For The Manufacturers Life Insurance Companies (U.S.A.);
2. This firm's check in the amount of \$43.75;
3. A certified copy from the Division of Insurance of a Secretary's Certificate referencing the change of jurisdiction and incorporation from Maine to Michigan for the subject company;
4. Certificate of Authority from Michigan Insurance Bureau; and
5. Secretary's Certificate.

FILED  
01 AUG -9 AM 5:46  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

*Amend change  
Jurisdiction*

AUG 9 2001

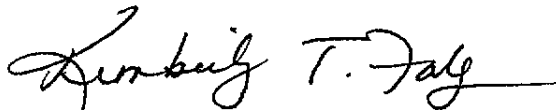
Ms. Susan Pane  
August 3, 2001  
page 2

The aforementioned documents are being sent to you in an effort to show in the Florida Division of Corporation's records that the subject company, which was originally formed in Maine in 1955, has been re-domesticated to Michigan as of 1992. Currently the online records show that it is still a Maine company. Hopefully, the enclosed documents will be sufficient to correct this problem.

If you need any further documentation, please do not hesitate to give me a call at 800-359-9009, ext. 8458. Otherwise, I shall await a certified copy of the filing, which fee is included in our check.

Sincerely,

HILL, WARD & HENDERSON, P.A.

A handwritten signature in black ink, appearing to read "Kimberly T. Falge". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Kimberly T. Falge  
Paralegal

KTF/am

Enclosures

cc: Thomas N. Henderson, III, Esq.

**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  
01 AUG -9 AM 5:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Manufacturers Life Insurance Company (U.S.A.) - #811220  
Name of corporation as it appears on the records of the Department of State.
2. Maine (1955) -- Redomesticated to Michigan  
Incorporated under laws of (12/30/92)
3. August 9, 1956  
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? \_\_\_\_\_
5. \_\_\_\_\_  
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.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Michigan

New Jurisdiction

The Manufacturers Life Insurance Company (U.S.A.)

By: \_\_\_\_\_

Signature

April 1, 2001

Date

Kwong L. Yiu

Typed or printed name

Assistant Secretary

Title

THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)

SECRETARY'S CERTIFICATE

I, STPHEN L. ROSEN, Assistant Secretary of THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.) (the "Company"), a corporation existing under the laws of the State of Michigan, hereby certify that the following is a true copy of a Resolution adopted at the meeting of the Board of Directors of the Company held on June 7<sup>th</sup>, 2000, and that the same has not been revoked or modified and remains in full force and effect as of the date of this Certificate:

Amendment of the Company's By-laws

RESOLVED, that:

1. Paragraph 2 of Section 1 of Article VII of the By-laws of the Company is hereby deleted and replaced by the following:

"The Executive Committee shall consist of two or more members.  
Any vacancy shall be filled by the Board of Directors."

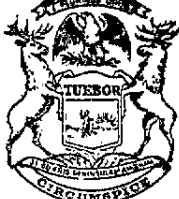
2. The amendment shall take effect upon filing with the Department of Insurance of the State of Michigan.

GIVEN AND CERTIFIED, at the City of Toronto, Province of Ontario, with the Common Seal hereto affixed by the undersigned having custody of the same as Secretary of the Company, this 7<sup>th</sup> day of June, 2000.

THE MANUFACTURERS LIFE INSURANCE  
COMPANY (U.S.A.)

By: \_\_\_\_\_

Assistant Secretary



Department of Consumer & Industry Services  
Division of Insurance

I certify that this is a true and complete copy of  
the original document on file in this office.

Date: 7-30-2001

*Marilyn Rzepka*

DIVISION OF INSURANCE  
**RECEIVED**

JUN 08 2000

LANSING, MICHIGAN

**CERTIFICATION OF ARTICLES OF  
INCORPORATION OR AMENDMENTS TO  
ARTICLES OF INCORPORATION**

---

I have examined the

Articles of Redomestication of

THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)

and certify that the same is in accordance with the requirements  
of the act under which this company is organized.



*David J. Dykhouse*

\_\_\_\_\_  
Commissioner of Insurance

Dated: \_\_\_\_\_ December 30 19 92



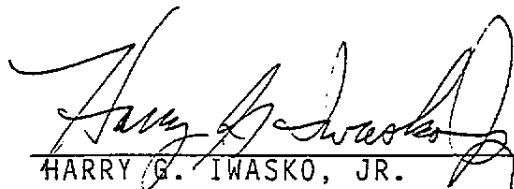
STATE OF MICHIGAN

Attorney General's Department  
LANSING, MICHIGAN

**I Hereby Certify,** That I have examined the  
ARTICLES OF REDOMESTICATION OF  
THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)

and find the same in accordance with the requirements of the statutes of the State of Michigan  
and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 29th day of December, 1992.

  
HARRY G. IWASKO, JR.  
Assistant Attorney General.

Nº 638



**LYNN D. ALLEN**

**OAKLAND COUNTY CLERK - REGISTER OF DEEDS**

**PONTIAC, MICHIGAN 48341-0413**

**858-0560**

**RICHARD A. ELLIOTT**  
DEPUTY CLERK - REGISTER  
858-0561

**JANET F. STICKLEY**  
Director of Elections  
858-0563

**STEPHANIE SCHROEDER**  
Chief Deputy County Clerk  
858-0586

**SUE PAYNE**  
Chief Deputy Register  
858-0610

**CERTIFICATE**

**STATE OF MICHIGAN**

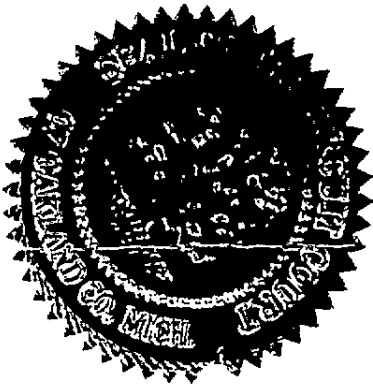
**SS**

**COUNTY OF OAKLAND**

**WE HEREBY ACKNOWLEDGE RECEIPT OF THE ARTICLES OF  
REDOMESTICATION OF THE MANUFACTURERS LIFE INSURANCE COMPANY  
(USA) APPROVED BY THE ASSISTANT ATTORNEY GENERAL ON  
DECEMBER 29, 1992.**

**THIS CERTIFICATE WAS FILED IN THE OFFICE OF THE  
OAKLAND COUNTY CLERK ON JANUARY 21, 1993 UNDER FILE #1-93.**

**LYNN D. ALLEN  
OAKLAND COUNTY CLERK**



BY *C. Maloney*  
DEPUTY CLERK

INSURANCE  
**RECEIVED**

DEC 04 1992

LANSING, MICHIGAN

ARTICLES OF REDOMESTICATION  
OF

THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)

The name of this corporation is The Manufacturers Life Insurance Company (U.S.A.) (the "Corporation"). In connection with its redomestication from the State of Maine to the State of Michigan, the Consolidated Charter of The Manufacturers Life Insurance Company (U.S.A.) as of June 1, 1984 (the "Charter") are hereby amended and restated in their entirety, to read as set forth in Articles I through XII below, to conform to Michigan law and to effect the following changes:

1. To designate the executive offices of the corporation to be Suite 250, 500 North Woodward Avenue, Bloomfield Hills, Michigan 48013;
2. To increase the authorized common and preferred stock to 50,000,000 shares;
3. To omit matters of historical interest such as the name and address of each incorporator, the number of and the names and addresses of the members of the initial Board of Directors, the street address of the initial registered office and the name of the initial registered agent of the Corporation.



These Articles of Redomestication of the Corporation as set forth below were duly adopted by Unanimous Written Consent of the Sole Shareholder of the Corporation dated December 2, 1992 and by the Board of Directors on December 2, 1992, and all amendments included in such Articles of Redomestication have been adopted pursuant to the Michigan Insurance Code and there is no discrepancy between the Charter and the Articles of Redomestication set forth below, other than the inclusion of amendments adopted herein, and the omission of matters of historical interest.

The provisions set forth in these Articles of Redomestication and Amended and Restated Articles of Incorporation shall be effective on the date the Michigan Insurance Department grants the corporation's application to redomesticate to Michigan. These Articles supersede the original Charter and all amendments thereto. These Articles of Redomestication and Amended and Restated Articles correctly set forth the provisions of the Charter, as amended, of the Corporation.

#### Article I

The name assumed by this corporation and by which it shall be known in law is:

The Manufacturers Life Insurance Company (U.S.A.)  
and its principal office for the transaction of business shall be in the City of Bloomfield Hills, State of Michigan.

Article II

This corporation is organized for the following purposes, as authorized by Chapter 6, Act No. 218 of the Public Acts of 1956, as amended, namely:

1. To insure the lives of individuals under life insurance plans both fixed and variable, individual, group and franchise; to grant, purchase and dispose of annuities both fixed and variable, individual, group and franchise; to insure either individually, or on a group or franchise plan, the health of persons against personal injuries, disablement, or death, resulting from accident and/or sickness; and to reinsure any part of said risks and to assume any other like risks. To have all the power conferred by the laws of the State of Michigan upon a corporation organized for the purpose of insuring the lives of individuals, and to issue all such forms of insurance contracts as pertain to or may be connected with the business of life insurance as it now is or may be hereafter carried on in the United States of America.
2. To issue any or all of its policies or contracts with or without participation in profits, savings or surplus; to classify policies issued on a participating or non-participating basis, and to determine the right to

participate and the extent of participation of any class or classes of policies.

3. To have the power to establish either or both general and/or separate accounts in connection with the business authorized hereunder and to have the power to act as, or to establish, an investment advisor.
4. To have the right to buy, hold, sell, and convey personal property and such real estate, or interests therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation as may be permitted by law.
5. To have all the powers conferred by law on a life insurance company organized for the purposes above set forth; and in connection therewith to have all powers conferred by law on all corporations organized and doing business under and by the authority of Chapter 52 of the Insurance Code.

#### Article III

The term of existence of the Corporation shall be perpetual.

#### Article IV

The annual meeting of the stockholders shall be held on the 2nd Tuesday of May each year at Three O'Clock (3:00) p.m. at a place designated by the Board of Directors either within or without the

State of Michigan.

Article V

The authorized capital stock of the corporation shall be 50,000,000 shares of Common Stock of a par value of \$1.00 each and 50,000,000 shares of Preferred Stock of a par value of \$1.00 each. All stock shall be issued for cash or property as provided by the law and when issued shall be fully paid non-assessable and shall be issued at such times and in such amounts as the Board of Directors of the corporation shall from time to time determine, subject to such approval of the Insurance Commissioner of the State of Michigan as may be required by law.

The designations and the voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions hereof, of the Preferred Stock and the Common Stock are as follows:

- A. Dividends - The holders of the Preferred Stock, in preference to the holders of Common Stock or any other Junior Stock, shall be entitled to receive, as and when declared by the Board of Directors out of any funds legally available therefore, cash dividends at the rate of Ten Cents (\$.10) per year for each share of preferred stock held, and no more, payable on the date as the Board of Directors may establish. Such dividends shall be non-cumulative. The

term "Junior Stock" whenever used in this Article V with reference to the Preferred Stock, shall mean any stock of the corporation over which the Preferred Stock has preference in the payment of dividends or in the distribution of assets in any liquidation or dissolution or winding up of the corporation, and shall include Common Stock.

No dividend shall be paid upon, or declared or set apart for, any share of Preferred Stock for any annual period unless at the same time a like proportionate dividend for the same annual period shall be paid upon, or declared and set apart for, all shares of Preferred Stock then issued and outstanding and entitled to receive such dividend.

In no event, so long as any shares of Preferred Stock shall be outstanding, shall any dividend, whether in cash or property, be paid or declared, nor shall any distribution be made, on Common Stock or other Junior Stock nor shall any shares of Common Stock or other Junior Stock be purchased, redeemed, or otherwise acquired for value by the corporation, unless dividends on the Preferred Stock of the then current annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart.

In addition to such annual dividends, the holders of the Preferred Stock shall be entitled to participate share for share with the holders of the Common Stock in any dividends, whether in cash or property, paid or set apart on Common Stock or other Junior Stock. The foregoing provisions of this paragraph shall not, however, apply to a dividend payable in Common Stock or other Junior Stock or to the acquisition of shares of Common Stock or other Junior Stock in exchange for, or through application of the proceeds of the sale of, shares of Common Stock or other Junior Stock.

- B. Liquidation or Dissolution - In the event of any liquidation or dissolution or winding up of the corporation, the holders of the Preferred Stock shall be entitled to receive, out of the assets of the corporation available for distribution to its stockholders, before any distribution of assets shall be made to the holders of the Common Stock or another Junior Stock the sum of \$1.00 per share; and the holders of the Common Stock and other Junior Stock shall be entitled, to the share in all the assets of the corporation then remaining in accordance with their respective rights and preferences. If upon any liquidation or dissolution or winding up of the corporation the assets available for distribution shall be insufficient to pay the holders of all outstanding shares of the Preferred Stock the full amounts to which they shall be entitled, the holders of shares of

Preferred Stock shall share ratably in any distribution of assets according to the respective amounts which would be payable if all amounts payable on or with respect to the Preferred Stock were paid in full. Neither a statutory merger nor consolidation of the corporation into or with any other corporation, nor a statutory merger or consolidation of any other corporation into or with the corporation, nor a sale, transfer or lease of all or any part of the assets of the corporation, shall be deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of this Section B.

- C. Redemption - The Preferred Stock or any part thereof, at any time outstanding may be redeemed by the corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time, at the redemption price of \$1.00 per share. If less than all the outstanding shares of Preferred Stock are to be redeemed, the selection of shares for redemption may be made either by lot or pro rata in such manner as may be prescribed by resolution of the Board of Directors.

Notice of every redemption of Preferred Stock shall be mailed, addressed to the holders of record of the shares to be redeemed at their respective addresses as they shall appear on the stock books of the corporation (but no failure

to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for such redemption except as to the holder to whom the corporation has failed to mail such notice or except as to the holder whose notice was defective).

If notice of redemption shall have been duly mailed and if, on or before the redemption date specified in the notice, the Redemption Price shall have been set aside by the corporation, separate and apart from its other funds, in trust for the pro rata benefits of the holders of the shares so called for redemption, so as to be and continue to be available therefor, then, from and after the date of redemption so designated, notwithstanding that any certificate for shares of Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the dividends thereon shall cease to be payable, and all rights with respect to the shares of Preferred Stock so called for redemption shall forthwith on the redemption date cease and terminate, except only the right of the holders thereof to receive the redemption price of the shares so redeemed, including full dividends due on the redemption date.

D. Voting - Except by statute specifically otherwise provided,



the Preferred Stock shall not entitle the holder thereof to vote at any meeting of stockholders, as the Preferred Stock shall have no voting rights whatsoever.

- E. Purchase of Preferred Stock - Shares of the Preferred Stock heretofore or hereafter purchased by the corporation out of surplus may be resold for such consideration as shall be fixed from time to time by the Board of Directors; shares of the Preferred stock redeemed by the corporation shall be cancelled and shall not be reissued.

#### Article VI

The affairs of this corporation shall be managed by a Board of Director of not fewer than seven (7) nor more than seventeen (17). All Directors will be elected each year at the meeting of the shareholders.

The Directors shall elect a Chairman of the Board, and shall elect a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers, including an Executive Committee, with authority to act for such Board of Director as they see fit or as may be provided for by the By-Laws of the corporation. The term of office for such officers and members of the Executive Committee shall be for one (1) year.

Directors and Officers shall serve until their successors have

been elected and qualified. The Board of Directors shall have the authority to fill vacancies for the unexpired portion of a term.

#### Article VII

Corporate shareholders may vote through a properly designated representative or through a properly executed proxy. All proxies must be filed with the Secretary at least one (1) day prior to an election or meeting at which they are to be used or for such additional time as may be provided by the By-Laws.

No proxy shall be valid for more than sixty (60) days from the date of its execution, and shall not be valid more than (30) days after the meeting for which it is executed. It may be revoked at any time by the stockholder who executed it.

#### Article VIII

All instruments executed by the corporation which are required to be acknowledged and which affect an interest in real estate, shall be executed by the President or any Vice President and attested by the Secretary, and all other instruments executed by the corporation, including any releases or mortgages, or liens, may be executed by the President or any Vice President, or the Secretary or the Treasurer. Notwithstanding any of the foregoing provisions, any written instrument may be executed by any Officer or Officers, agent or agents, or other person or persons

specifically designated by resolution of the Board of Directors of this corporation. The corporation shall have a corporate seal which shall bear the words: "The Manufacturers Life Insurance Company (U.S.A.)."

#### Article IX

The private property of the shareholders of this corporation shall be exempt from corporate liabilities, and this Article shall not be amended.

#### Article X

The Board of Directors, at any regular or special meeting, is authorized to adopt, alter, amend or repeal By-Laws and to adopt new By-Laws not inconsistent with the law or these Articles of Incorporation, by an affirmative vote of a majority of a quorum.

A majority of the Board of Directors constitutes a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Upon written notice of the time and place and purpose or purposes of any special meeting any of the Directors in between regular meetings of the Board of Directors may consent in writing to any specific action to be taken by the corporation; if approved by a majority of the Directors at such special meeting, including those consenting in writing, such action shall be as valid a corporation action as

though authorized at a regular meeting of the Directors. The minutes of such approval and action shall be fully recorded, each written consent shall be reviewed at the next regular meeting of the Board of Directors.

The stockholders of the corporation may at any regular or special meeting called for the purpose, repeal, alter or amend any existing By-Laws made by the Board of Directors, or adopt such By-Laws as they deem appropriate by a majority vote.

#### Article XI

Subject to the approval of the Insurance Commissioner of the State of Michigan, these Articles, except Article IX, may be amended at any annual meeting of the shareholders or at any special meeting thereof called for that purpose, and such amendment shall be made by the affirmative vote of a majority of the shares of common stock in attendance at said meeting, in person or by proxy, provided, however, that a quorum is present at said meeting. For the purpose of this Article, as well as all other Articles of these Articles of Incorporation, a quorum is hereby established to be the stockholders in person or by proxy representing fifty-one (51%) percent of the issued and outstanding stock of the corporation. At any meeting of the stockholders to consider and act upon any proposed amendment of the Articles of Incorporation, the stockholders may adopt any modification or revision thereof proposed at said meeting.

Article XII

No director of this Corporation shall be personally liable to the Corporation or its shareholders or policyholders for monetary damages for breach of the director's fiduciary duty, provided that the foregoing shall not eliminate or limit the liability of a director for any of the following:

- i) a breach of the director's duty or loyalty to the Corporation or its shareholders or policyholders;
- ii) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- iii) a violation of Sections 5036, 5276 or 5280 of the Michigan Insurance Code, being MCLA 500.5036, 500.5276 and 500.5280;
- iv) a transaction from which the director derived an improper personal benefit; or
- v) an act or omission occurring on or before the date of filing of these Articles of Incorporation.

If the Michigan Insurance Code is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation,

in addition to the limitation on personal liability contained herein, shall be eliminated or limited to the fullest extent permitted by the Michigan Insurance Code as so amended. No amendment or repeal of this Article XII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

IN WITNESS WHEREOF, We, the parties hereby associating, for the purpose of giving legal effect to these Articles of Incorporation, hereunto sign our names this 3rd day of December, A.D. 1992.

By:

Geoffrey Guy, Vice President & Actuary

By:

Stephen Rosen, Assistant Secretary

PROVINCE OF ONTARIO )

COUNTY OF YORK )

On this 3rd day of December, 1992 before me, a notary public in and for said county, personally appeared GEOFFREY GUY & STEPHEN ROSEN (list names) known to me to be the persons named in and who executed the foregoing instrument for the intents and purposes therein mentioned.

John J. O'Connor  
Name

Notary Public, County of York  
Province of Ontario  
My Commission is for life

## CERTIFICATE OF AUTHORITY

Michigan Insurance Bureau

Effective Date: October 8, 1997

THIS IS TO CERTIFY, that

MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.), THE  
(Michigan stock insurer)  
NAIC No. 65838

is authorized in Michigan to transact the business of insurance, as defined in

Chapter 06 - Section 602 - Life & Annuities

Chapter 06 - Section 606 - Disability

Chapter 09 - Section 925 - SubSection 1 - Separate Account - Variable Annuities

Chapter 09 - Section 925 - SubSection 2 - Separate Account - Variable Life

of P.A. 218 of 1956 as amended, "The Michigan Insurance Code," so long as the insurer continues to conform to the authority granted by this certificate, its corporate articles, the requirements of P.A. 218 of 1956 and all amendments to it and any limitations, conditions or other matters which have been agreed to from time to time between the insurer and the Commissioner.

This Certificate of Authority is granted subject to the laws of the state of Michigan and, as set forth in Sections 405 and 405a of the Michigan Insurance Code (MCL 500.405 and 500.405a), shall be:

**AUTOMATICALLY REVOKED 90 DAYS AFTER A CHANGE OF CONTROL WHICH HAS NOT RECEIVED PRIOR APPROVAL OR 90 DAYS AFTER THE INSURER OR AN AFFILIATED INSURER IS MADE SUBJECT TO FORMAL DELINQUENCY PROCEEDINGS UNLESS THE INSURER REQUALIFIES FOR A CERTIFICATE OF AUTHORITY UNDER THE PROVISIONS OF THE MICHIGAN INSURANCE CODE.**



Frank M. Fitzgerald, Commissioner of Insurance

CERTIFICATE OF ASSISTANT SECRETARY

THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)

The undersigned, being the duly elected Assistant Secretary of The Manufacturers Life Insurance Company (U.S.A.) (the "Corporation"), does hereby certify that the attached Articles of Redomestication of the Corporation, are true and correct copies of the Articles of Redomestication of the Corporation adopted by the Board of Directors on December 2, 1992.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 3rd day of December, 1992.



Stephen Rosen  
Assistant Secretary  
The Manufacturers Life Insurance  
Company (U.S.A.)

INSURANCE BUREAU  
**RECEIVED**

DEC 04 1992

LANSING, MICHIGAN