

811220

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

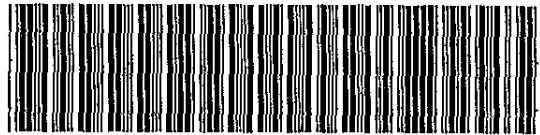
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FILED  
04 OCT -7 PM 4:21  
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FBI - MEMPHIS

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Manufacturers Life Insurance Company (U.S.A.)  
(Name of corporation)

**DOCUMENT NUMBER:** 811220

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carol Yinger

(Name of person)

Alexander Law Firm, P.C.

(Name of firm/company)

216 - 16th Street, Suite 1300

(Address)

Denver, COL 80202

(City/state and zip code)

For further information concerning this matter, please call:

Carol Yinger

(Name of person)

at ( 303 ) 825-7307

(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~~ <sup>61.25</sup> Filing Fee,  
Certificate of Status & *two (2)*  
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  
409 E. Gaines Street  
Tallahassee, FL 32399

**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.)

FILED  
OCT - 7 PM 4:21  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

811220

(Document number of corporation (if known))

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

(Name of corporation as it appears on the records of the Department of State)

2. Michigan

(Incorporated under laws of)

3. 08/09/1956

(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? January 1, 2005

5. John Hancock Life Insurance Company (U.S.A.)

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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.

\_\_\_\_\_  
(New jurisdiction)

Kwong Yiu  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kwong Yiu

(Typed or printed name of person signing)

October 5 2004  
(Date)

Assistant Secretary

(Title of person signing)

State of Michigan  
Department of Labor & Economic Growth  
**CERTIFICATION OF ARTICLES OF  
INCORPORATION OR AMENDMENTS TO  
ARTICLES OF INCORPORATION**

Office of Financial & Insurance Services

P. O. Box 30220  
Lansing, MI 48909


I, Linda A. Watters, Commissioner  
have examined the

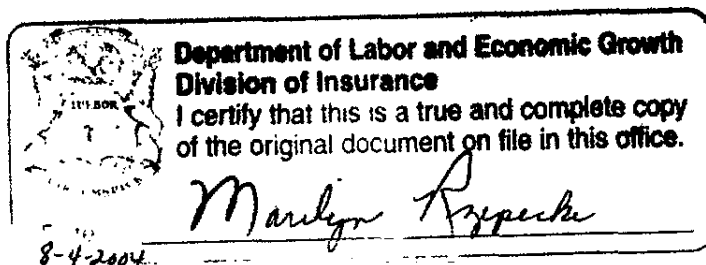
Amended Articles of Redomestication of  
THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)  
regarding a change of name to  
JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)  
to be effective January 1, 2005

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



Signed this 7<sup>th</sup> day of July, 2004,  
at Lansing, Michigan

  
Linda A. Watters  
Commissioner





STATE OF MICHIGAN

Attorney General's Department  
Lansing, Michigan

I **Hereby Certify**, That I have examined the

AMENDMENT TO ARTICLES OF REDOMESTICATION  
REGARDING NAME CHANGE 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 30<sup>TH</sup> day of June 2004.

A handwritten signature in black ink, appearing to read "E. John Blanchard", written over a horizontal line.

E. John Blanchard  
Assistant Attorney General

**Amendment or Restatement of  
Michigan Articles of Incorporation** PAGE 1 of 2Fees and attachments must accompany this filing.  
Please use the checklist and remittance stub on  
page 2 of this form to complete your filing.

Validation code: 96-11-88 25.00

Name of Corporation The Manufacturers Life Insurance Company (U.S.A.)		This corporation is organized under the provisions of Public Act 218 of 1956, as amended; Chapter 500													
Details about meeting where amendment vote was taken: Type of meeting (select one): <input type="checkbox"/> Annual <input checked="" type="checkbox"/> Special City meeting was held in: Wilmington, Delaware		The vote on amendments was: <table border="1"> <thead> <tr> <th></th> <th>In person</th> <th>By proxy</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Votes FOR</td> <td>0</td> <td>Unanimous</td> <td>Unanimous</td> </tr> <tr> <td>Votes AGAINST</td> <td>0</td> <td>0</td> <td>0</td> </tr> </tbody> </table>			In person	By proxy	Total	Votes FOR	0	Unanimous	Unanimous	Votes AGAINST	0	0	0
	In person	By proxy	Total												
Votes FOR	0	Unanimous	Unanimous												
Votes AGAINST	0	0	0												

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)

Amending only-List article amended, and state the amendment.

Amending &amp; Restating-List article amended, and state the amendment, then restate articles including amendment.

Article I of the Corporation's Articles of Redomestication is hereby amended as follows:

## Article I

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

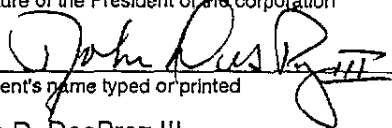
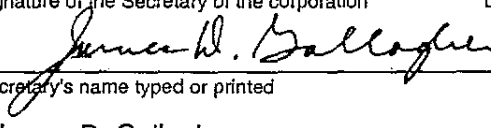
JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)

and its principal office for the transaction of business shall be in the City of Bloomfield Hills, State of Michigan.

DIVISION OF INSURANCE  
**RECEIVED**  
JUN 23 2004

**Corporate Certification**

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended. Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, details of which are described above.

Signature of the President of the corporation  President's name typed or printed John D. DesPrez III	Date Jun 22, 2004	Signature of the Secretary of the corporation  Secretary's name typed or printed James D. Gallagher	Date Jun 22, 2004
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**THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)**

**ASSISTANT SECRETARY'S CERTIFICATE**

I, John H. Durfey, 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 the attached document is a true copy of a document entitled "Action Taken by Unanimous Written Consent of Stockholders without Meeting" that records an action taken by the written consent of the sole stockholder of the Company on the 21<sup>st</sup> day of June, 2004.

GIVEN AND CERTIFIED at the City of Toronto, Province of Ontario, with the Common Seal of the Company hereto affixed by the undersigned having custody of same as the Assistant Secretary of the Company this 30<sup>th</sup> day of June, 2004.

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

By: John H. Durfey

Name: John H. Durfey

Title: Assistant Secretary

SUPERVISORY AFFAIRS &  
INSURANCE MONITORING

JUL 01 2004

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

**ACTION TAKEN BY UNANIMOUS WRITTEN  
CONSENT OF STOCKHOLDERS WITHOUT MEETING**

The undersigned, The Manufacturers Investment Corporation, being the holder of all issued and outstanding shares of The Manufacturers Life Insurance Company (U.S.A.) (the "Company") entitled to vote, hereby consent to the taking of, and hereby take the following actions, such action being stated in the form of voted resolutions and to have the same effect as if such voted resolutions were unanimously adopted at the special meeting of the stockholders of the corporation duly called and held on the date hereof at which all of the stockholders were present in person and acting throughout, but without actually holding such meeting, in accordance with MSA Section 21.200(407), to wit:

**APPROVAL OF NAME CHANGE**

**RESOLVED**, that subject to approval of the Michigan Office of Financial Insurance Services, the Articles of Redomestication of the Company be amended by changing the name of the Company from The Manufacturers Life Insurance Company (U.S.A.) to John Hancock Life Insurance Company (U.S.A.) and specifically, Article I of the Company's Articles of Redomestication (the "Articles") shall be amended to read in its entirety as follows:

**Article I**

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


**JOHN HANCOCK 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."

**FURTHER RESOLVED**, that the change of the Company's name shall take effect on the later of January 1, 2005 or the date approval of the revised Articles by the Michigan Office of Financial Insurance Services is received;

**DATED** the 21<sup>st</sup> day of June, 2004.

**THE MANUFACTURERS INVESTMENT  
CORPORATION**

  
Lori L. LaPenta  
Secretary



THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.) DIVISION OF INSURANCE  
**RECEIVED**

**CERTIFIED COPY OF A BOARD RESOLUTION  
APPROVING NAME CHANGE**

JUN 23 2004

I, Kwong Yiu, Assistant Secretary of THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.) (the "Company"), a corporation existing under the laws of State of Michigan, hereby certify that the following is a true copy of a resolution adopted by the Company's Board of Directors at its meeting held on Wednesday, June 2<sup>nd</sup>, 2004, and the same has not been modified and remains in full force and effect as of the date of this Certificate:

**Approval of Name Change**

**RESOLVED**, that subject to approval of the stockholder and the Michigan Office of Financial Insurance Services, the Articles of Redomestication of the Company be amended by changing the name of the Company from The Manufacturers Life Insurance Company (U.S.A.) to John Hancock Life Insurance Company (U.S.A.) and specifically, Article I of the Company's Articles of Redomestication (the "Articles") shall be amended to read in its entirety as follows:

**Article I**

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

**JOHN HANCOCK 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."

**FURTHER RESOLVED**, that the change of the Company's name shall take effect on the later of January 1, 2005 or the date approval of the revised Articles by the Michigan Office of Financial Insurance Services is received;

**FURTHER RESOLVED**, that the change of the Company's name be recommended to the stockholder of the Company;

**FURTHER RESOLVED**, that on such date the change of the Company's name shall take effect, Article I of the By-laws of the Company shall be deleted in its entirety and replaced with the following:

**ARTICLE I - NAME**

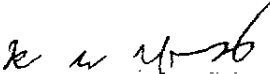
This corporation shall be known as John Hancock Life Insurance Company (U.S.A.) (formerly The Manufacturers Life Insurance Company (U.S.A.)).

**FURTHER RESOLVED** that if any state requires the re-appointment of the Commissioner of Insurance or any other public official as attorney to accept service of process for (Company name) that such official is hereby so appointed,

**FURTHER RESOLVED**, that the President, the Chief Financial Officer, the Chief Administrative Officer, and the General Counsel and Secretary of the Company, or any one of them, be and hereby are, authorized and directed to file or caused to be filed with Michigan Office of Financial Insurance Services and any other official in the states in which the Company conducts business such Certificate of Amendment and any and all other documents including, but not limited, Application to amend the Company's Certificate of Authority, Consent to Service of Process, Appointment of Attorney to Accept Service of Process, and to take all such actions as he or she may deem necessary or appropriate to effectuate the change of the Company's name provided for in these resolutions.

**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 Assistant Secretary of the Company, this 25<sup>th</sup> day of June 2004.

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

By:   
Assistant Secretary