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Division of Corporations

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MML BAY STATE LIFE INSURANCE COMPANY**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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FILED

JAN 23 2014

C. CARROTHERS

1/8/15 2:41 PM

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)

821342

(Document number of corporation (if known))

1. MML Bay State Life Insurance Company

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

2. Missouri

(Incorporated under laws of)

3. 04/18/1968

(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)

(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.

Connecticut

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Jessica Morales

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

Jessica Morales

(Typed or printed name of person signing)

Attorney in Fact

(Title of person signing)



State of Connecticut Insurance Department

FILING 20001730887 PG 01 OF 06 VOL B-00131
FILED 05/30/1997 09:00 AM PAGE 02618
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- *the redomestication of MML Bay State Life Insurance Company, a Missouri Corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved, and*
- *the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile and continuation of its original corporate existence are also approved.*

Witness my hand and official seal, at HARTFORD,
this 16th day of June, 1997

A handwritten signature in cursive script, reading "George M. Pater, Jr.".

Insurance Commissioner

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FILED 06/30/1997 09:00 AM PAGE 02619
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE
OF
REDOMESTICATION
OF**

MML BAY STATE LIFE INSURANCE COMPANY

MML BAY STATE LIFE INSURANCE COMPANY (the "Company"), a Missouri corporation, in order to change its domicile to Connecticut as permitted pursuant to Section 38a-58a of the General Statutes of Connecticut, certifies as follows:

1. The name of the Company is MML Bay State Life Insurance Company.
2. The Company was incorporated in the State of Missouri on April 1, 1935 where it has remained to this date. Except pursuant to this certificate, the Company has not attempted to change its domicile. On March 29, 1982 the Company's name was changed from Western Life Insurance Company to MML Bay State Life Insurance Company.
3. By order dated January 6, 1997, the Department of Insurance of the State of Missouri approved the Company's request for a change in domicile to Connecticut in accordance with the laws of Missouri and the State of Connecticut. By order dated June 16, 1997, the Insurance Department of the State of Connecticut approved the Company's application to redomesticate to Connecticut effective June 30, 1997.

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4. The Company's plan to redomesticate has been approved unanimously by the Company's Board of Directors and its sole shareholder. Said vote meets the requirements of the Company's By-Laws and Missouri law.

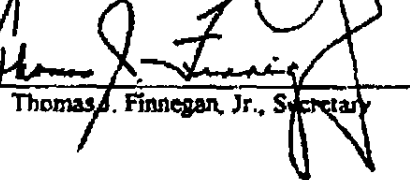
IN WITNESS WHEREOF, the Company has executed this Certification as of the 19th day of June, 1997, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

[Seal]

By


Lawrence V. Burkett, Jr., President

By


Thomas J. Finnegan, Jr., Secretary

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 FILED 08/30/1997 09:00 AM PAGE 02621
 SECRETARY OF THE STATE
 CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE OF AMENDMENT AND RESTATEMENT
 OF
 CERTIFICATE OF INCORPORATION
 OF
 MML BAY STATE LIFE INSURANCE COMPANY**

(Pursuant to Sections 33-800 and 33-801 of the Connecticut General Statutes)

Pursuant to the provisions of the Connecticut General Statutes, the undersigned, as President of MML Bay State Life Insurance Company, hereby certifies as follows:

FIRST: That the name of the corporation is MML Bay State Life Insurance Company ("Bay State").

SECOND: That upon the filing of its Amended and Restated Certificate of Incorporation, Bay State will continue its existence through the adoption of Connecticut as its corporate domicile, and that the date of its incorporation shall be deemed to be its original date of incorporation.

THIRD: That the Amended and Restated Certificate of Incorporation of Bay State, the text of which is set forth below, has been adopted by Bay State's Board of Directors and the sole shareholder as of February 27, 1997, in the manner provided for in the applicable provisions of Sections 33-800 and 33-801 of the Connecticut General Statutes and Sections 375.201 and 375.226 of the Revised Statutes of Missouri, as set forth below:

Shares Issued, Outstanding and Entitled To Vote	Required Share Vote	Shares Voted For	Shares Voted Against
10,026 shares of Common Stock	5,014 shares of Common Stock	10,026 shares of Common Stock	0 shares of Common Stock

FOURTH: That the text of the Amended and Restated Certificate of Incorporation reads in its entirety as follows:

Article I

The name of the corporation is MML Bay State Life Insurance Company

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Article II

The corporation was originally incorporated under the laws of the State of Missouri, but has elected to continue its existence through adoption of the State of Connecticut as its corporate domicile. The date of incorporation shall be deemed to be April 1, 1935, which was the date of its original incorporation.

Article III

The registered office of the corporation in the State of Connecticut is 140 Garden Street, Hartford, Connecticut 06154. The name of the registered agent at that office is Joseph P. DeCresce, whose residence address is 1 Gold Street, Hartford, Connecticut 06103.

Article IV

The purpose for which the corporation is organized is to conduct the business of life and health insurance, and to engage in any lawful act or activity for which corporations may be organized under Section 33-645 of the Connecticut General Statutes.

Article V

The total number of shares of all classes of stock which the corporation is authorized to issue is 25,000 shares of Common Stock of the par value of \$200 each.

Article VI

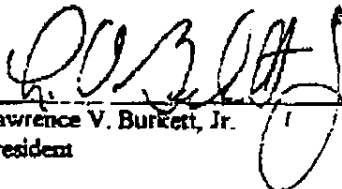
The personal liability of a director to the corporation or its shareholders for monetary damages for breach of duty as a director shall be limited in amount to the compensation received by the director for serving the corporation during the year of the violation in question; provided, however, that this provision shall not limit the liability of a director for any breach of duty that (1) involved a knowing and culpable violation of law; (2) enabled the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (3) showed a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation; (4) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (5) created liability under Section 33-757 of the Connecticut General Statutes.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Article VII

The business and affairs of the corporation shall be managed by its Board of Directors.

IN WITNESS WHEREOF, MML Bay State Life Insurance Company has caused this Certificate of Amendment and Reinstatement of Certificate of Incorporation to be signed by its President, who affirms that the statements made herein are true to the best of his knowledge, on the 30th day of June, 1997.



Lawrence V. Burkett, Jr.
President

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office.

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 20th day of January A.D. 2015



SECRETARY OF THE STATE *DP*

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof,
DO HEREBY CERTIFY, that the certificate of incorporation of

MML BAY STATE LIFE INSURANCE COMPANY

a domestic STOCK corporation, was filed in this office on June 30, 1997.

A certificate of dissolution has not been filed, and so far as indicated by the records of this office such corporation is in existence.



Secretary of the State

Date Issued: January 07, 2015