

823708

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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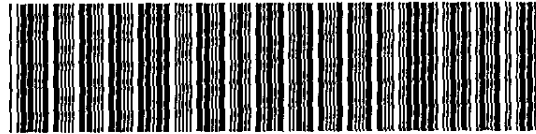
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/17/04
withdrawal
sf

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March 16, 2004

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Florida Department of State
409 E. Gaines St.
Tallahassee, FL 32399
Attention: Susan Payne

Re: Merger of Keyport Life Insurance Company, a Rhode Island stock life insurer (Document # 823708) ("Keyport"), with and into Sun Life Assurance Company of Canada (U.S.), a Delaware stock life insurer ("Sun Life U.S.") (the "Merger")

Dear Ms. Payne:

Keyport and Sun Life U.S. are insurance companies registered as foreign business corporations in Florida. Please be advised that, effective as of December 31, 2003, Keyport merged with and into its affiliate, Sun Life U.S. Sun Life U.S. is the surviving company in the Merger, and Keyport is the non-survivor.

Since Keyport no longer exists as a result of the Merger, it seeks to no longer be listed as a foreign corporation with the Florida Division of Corporations. As a result, enclosed is a copy of the application to withdraw the authority of a foreign corporation (for Keyport) which was originally delivered to the Division of Corporation on February 3, 2004 (the "Application"). We understand that the Division of Corporations misplaced the Application submitted on February 3, 2004 and, as a result, we are resubmitting the Application. Additionally, please find enclosed a check for \$52.50 for the filing fee and the cost of a certified copy and certificate of status.

Amendment Section
Division of Corporations
March 16, 2004
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We have enclosed a duplicate copy of this letter. Please date stamp the enclosed copy of this letter as acknowledgement of receipt and return the date-stamped copy to us in the envelope provided.

Thank you for your assistance on this matter. Please do not hesitate to contact me if you require any additional information.

Very truly yours,

Allison Tam

(NW)

Allison J. Tam

Enclosure

cc: Dragica Mijailovic, Sun Life Assurance Company of Canada (U.S.)

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Keyport Life Insurance Company
(Name of corporation)

DOCUMENT NUMBER: 823708

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Allison J. Tam

(Name of Person)

LeBoeuf, Lamb, Greene & MacRae, L.L.P.

(Firm/Company)

125 West 55th Street

(Address)

New York, NY 10019

(City/State and Zip code)

For further information concerning this matter, please call:

Allison J. Tam

(Name of Person)

at (212) 424-8703

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Keyport Life Insurance Company
(Name of Corporation)

829708
(Document Number of Corporation (if known))

Rhode Island
(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

Sun Life Assurance Company of Canada (U.S.), One Sun Life Executive Park
(Mailing Address)

Wellesley Hills, MA 02481
(City/ State /Zip)

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04 MAR 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Ellen B. King

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

January 30, 2004
(Date)

Ellen B. King
(Typed or printed name of person signing)

Assistant Vice President and
(Title of person signing) Senior Counsel
and Secretary

FILING FEE \$35