

833743

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

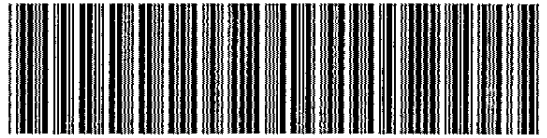
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Backdated to
12/1/04 as requested
(Signature)



200042736192

12/01/04--01056--003 **43.75

FILED
04 DEC -1 AM 9 18

1/28/05
Amend
(Signature)



January 24, 2005

SENT VIA EXPRESS DELIVERY

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Susan Payne

RE: Ref. Number: 833743
Change of Domicile of Allmerica Financial Life Insurance and Annuity Company
("AFLIAC") from the State of Delaware to the Commonwealth of Massachusetts

Dear Ms. Payne:

We have received your letter, along with our original application to file an amendment. Per your request I am returning the following documents to complete this filing:

1. Your letter of January 19, 2005;
2. Application for amendment (original and one copy);
3. Approval letter from the Massachusetts Department of Insurance; and
4. Findings and Order from the Delaware Department of Insurance.

Also, please apply our check # 0010097001, made payable to the Florida Department of State in the amount of \$43.75, for payment of the required filing fees. This check was sent to the Division of Corporations on November 19, 2004 and was *not* returned to us with your letter of January 19, 2005.

Should additional information be required, please do not hesitate to contact Linda Luperchio or me at (508) 855-4924.

Sincerely yours,


Christine O'Leary
Legal Specialist

/co
Enclosures

RECEIVED
05 JAN 26 AM 11:52
DIVISION OF CORPORATIONS

440 Lincoln Street, Worcester, Massachusetts 01653, Phone 508-855-1000, Fax 508-853-6332
www.allmerica.com

THE ALLMERICA FINANCIAL COMPANIES

First Allmerica Financial Life Insurance Company • Allmerica Financial Life Insurance and Annuity Company (all states except NY)
Allmerica Trust Company, N.A. • Allmerica Investments, Inc. • Allmerica Investment Management Company, Inc. • Financial Profiles, Inc.
The Hanover Insurance Company • AMGRO, Inc. • Allmerica Financial Alliance Insurance Company • Allmerica Asset Management, Inc.
Allmerica Financial Benefit Insurance Company • Citizens Insurance Company of America • Citizens Management Inc.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

OFFICE OF THE
SECRETARY OF STATE
05 JAN 24 AM 9:28

January 19, 2005

Linda Luperchio
Allmerica Financial
440 Lincoln Street
Worcester, MA 01653

SUBJECT: ALLMERICA FINANCIAL LIFE INSURANCE AND ANNUITY
COMPANY
Ref. Number: 833743

We have received your document for ALLMERICA FINANCIAL LIFE INSURANCE AND ANNUITY COMPANY and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation on December 8, the certification evidencing the change in domicile for the subject corporation was to have been forwarded to my attention. As I never received the certification, the amendment cannot be filed and is being returned.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 405A00003507



November 19, 2004

SENT VIA EXPRESS DELIVERY

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

RE: Change of Domicile of Allmerica Financial Life Insurance and Annuity Company ("AFLIAC") from the State of Delaware to the Commonwealth of Massachusetts

Dear Sir or Madam

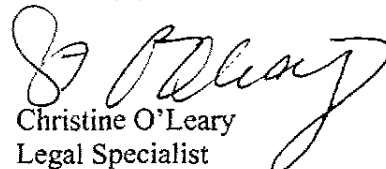
The following documents are respectfully submitted with this letter for the purpose of updating your files with regard to Allmerica Financial Life Insurance and Annuity Company and the above-referenced redomestication:

1. Transmittal Letter;
2. Application for Amendment; and
3. Our check made payable to the Florida Division of Corporations in the amount of \$43.75, which reflects the required filing fees.

Also, please be advised that the Company has not amended the corporate By-Laws for this entity.

Should additional information be required, please do not hesitate to Linda Luperchio or myself at (508) 855-4924.

Sincerely yours,


Christine O'Leary
Legal Specialist

/co
Enclosures

440 Lincoln Street, Worcester, Massachusetts 01653, Phone 508-855-1000, Fax 508-853-6332, www.allmerica.com

THE ALLMERICA FINANCIAL COMPANIES

The Hanover Insurance Company • Allmerica Financial Alliance Insurance Company • Allmerica Financial Benefit Insurance Company
Citizens Insurance Company of America • Citizens Management Inc. • AMGRO, Inc. • Financial Profiles, Inc.
VeraVest Investments, Inc. • VeraVest Investment Advisors, Inc. • Opus Investment Management, Inc. • Allmerica Trust Company, N.A.
First Allmerica Financial Life Insurance Company • Allmerica Financial Life Insurance and Annuity Company (all states except NY)

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)


- 83373

(Document number of corporation (if known))

1. Allmerica Financial Life Insurance and Annuity Company
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of) 3. 01/31/1975
(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? N/A
5. N/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)
- N/A
(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.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Worcester, Massachusetts
(New jurisdiction)



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

Charles F. Cronin
(Typed or printed name of person signing)

11/19/04
(Date)

Secretary
(Title of person signing)

FILED
04 DEC -1 11 9 18



COMMONWEALTH OF MASSACHUSETTS
Office of Consumer Affairs and Business Regulation
DIVISION OF INSURANCE

One South Station • Boston, MA 02110-2208
(617) 521-7794 • FAX (617) 521-7475
TTY/TDD (617) 521-7490
<http://www.state.ma.us/doi>

2003 JAN -3 AM 9:59

JANE SWIFT
GOVERNOR

JENNIFER DAVIS CAREY
DIRECTOR, CONSUMER AFFAIRS
AND BUSINESS REGULATION

JULIANNE M. BOWLER
COMMISSIONER OF INSURANCE

December 30, 2002

J. Kendall Huber, Esq.
Vice president and General Counsel
Allmerica Financial Corporation
440 Lincoln Street
Worcester, MA 01653

RE: Petition For Approval of Redomestication and Reorganization

Dear Mr. Huber:

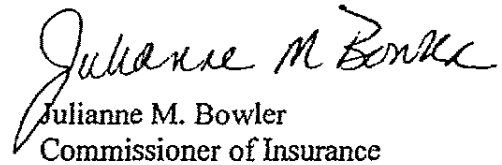
I am writing in response to your petition of November 21, 2002. Following review of all relevant documents, the Massachusetts Division of Insurance ("DOI") hereby approves the following:

1. The redomestication of Allmerica Financial Life Insurance and Annuity Company ("AFLIAC") from Delaware to Massachusetts in accordance with the process conducted by the DOI pursuant to G.L. c. 175, §49A and the filing of the Articles of Organization approved by the DOI with the Office of the Massachusetts Secretary of State.
2. The extraordinary distribution by First Allmerica Financial Life Insurance Company ("FAFLIC") of all of the capital stock of AFLIAC to FAFLIC's immediate parent, Allmerica Financial Corporation.

DOI also confirms that the reorganization set forth in Allmerica Financial Corporation's letter of November 21, 2002, attached hereto, is not being made or entered into for the purpose of, nor does it have the effect of, changing or influencing the control of a domestic insurer, nor is it comprehended within the purposes of G.L. c. 206B, and therefore is exempt from the requirements of that section relative to change of control of a domestic insurer

I also note that the approval of the redomestication and reorganization described above is conditioned upon the commitment by Allmerica Financial Corporation that it will maintain AFLIAC's risk-based capital ratio at a minimum of 100%, as set forth in Mark McGivney's letter of December 23, 2002, attached hereto.

Very truly yours,


Julianne M. Bowler
Commissioner of Insurance

Attachments

**BEFORE THE INSURANCE COMMISSIONER
OF THE STATE OF DELAWARE**

In the Matter of:

**THE REDOMESTICATION OF ALLMERICA FINANCIAL
LIFE INSURANCE AND ANNUITY COMPANY FROM
THE STATE OF DELAWARE TO THE COMMONWEALTH
OF MASSACHUSETTS**

**Docket No.
2002-36**

FINDINGS AND ORDER

WHEREAS, Allmerica Financial Life Insurance and Annuity Company ("AFLIAC") is a Delaware domiciled stock life and health insurance company; and

WHEREAS, the Delaware Department of Insurance (the "Department") received an application from AFLIAC to redomesticate from the State of Delaware to the Commonwealth of Massachusetts; and

WHEREAS, the Commissioner has considered the materials submitted and representations of AFLIAC made in support of its application, as well as other facts, matters and information before the Insurance Commissioner of the State of Delaware (the "Commissioner") and the recommendations of the Department's staff.

NOW THEREFORE, the Commissioner finds and orders as follows:

FINDINGS OF FACT

1. AFLIAC is a life and health insurance company incorporated under the laws of the State of Delaware on July 26, 1974, and has been authorized to transact the business of insurance in Delaware since September 20, 1974.

2. On December 13, 2002, the Massachusetts Division of Insurance issued a letter indicating its intent to approve the redomestication once applicable statutory and regulatory requirements in that Commonwealth are met.

3. There is no evidence that any aspect of the redomestication will harm the interests of AFLIAC policyholders in Delaware or elsewhere.

4. No objections to the redomestication have been raised to the Department staff or Commissioner, and none are known to exist.

CONCLUSIONS OF LAW

1. The Commissioner has jurisdiction over the parties and the subject matter involved herein.

2. Pursuant to 18 Del. C. § 4946 and other applicable provisions of law, the Commissioner shall approve the redomestication of a domestic insurer unless she determines that such transfer of domicile is not in the interests of the policyholders of this State.

3. The transfer of domicile of AFLIAC from the State of Delaware to the Commonwealth of Massachusetts is not contrary to the interests of AFLIAC's policyholders.

4. The redomestication of AFLIAC is therefore APPROVED subject to the following conditions:

a) AFLIAC shall obtain the approval of the Commonwealth of Massachusetts Division of Insurance. This Order is conditioned upon such approval and shall have no effect until such approval is obtained.

b) A certified copy of the approval issued by the Commonwealth of Massachusetts Division of Insurance shall be provided to the Commissioner within five business days of its receipt by AFLIAC.

SO ORDERED, this 19th day of December, 2002


Donna Lee H. Williams
Insurance Commissioner