

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Apr 16 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **842141** (4)  
1. Corporation Name  
**THE MANUFACTURERS LIFE INSURANCE COMPANY OF AMER  
ICA**

Principal Place of Business <b>500 NORTH WOODWARD AVE BLOOMFIELD MI 48304 US</b>	Mailing Address <b>P.O. BOX 633 BUFFALO NY 14201-0633 US</b>
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified <b>12/21/1979</b>	3a. Date of Last Report <b>05/23/1996</b>
21		26		4. FEI Number <b>23-2030787</b>	Applied For Not Applicable
22		27		5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24		29		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>FLORIDA STATE INSURANCE COMMISSIONER THE CAPITAL BUILDING TALLAHASSEE FL 32304</b>		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code <b>FL</b>	
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (Signature, typed or printed name of registered agent and fee if applicable) (NOTE: Registered Agent's signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	D
NAME	GULOIEN, DONALD A	1.2 NAME	Theodore F. Kilkuskie, Jr.
STREET ADDRESS	200 BLOOR ST E	1.3 STREET ADDRESS	200 Bloor Street East
CITY-ST-ZIP	TORONTO, ONTARIO	1.4 CITY-ST-ZIP	Toronto, ON M4W 1E5
TITLE	SD	2.1 TITLE	C
NAME	GALLAGHER, JAMES D	2.2 NAME	John D. Richardson
STREET ADDRESS	200 BLOOR ST E	2.3 STREET ADDRESS	200 Bloor Street East
CITY-ST-ZIP	TORONTO ONTARIO CANADA M4W1E-5	2.4 CITY-ST-ZIP	Toronto, ON M4W 1E5
TITLE	VT	3.1 TITLE	
NAME	OSTLER, JOHN R	3.2 NAME	
STREET ADDRESS	200 BLOOR ST., E	3.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO, ONTARIO	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	PIETROSKI, JOSEPH J	4.2 NAME	
STREET ADDRESS	200 BLOOR ST E	4.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO, ONTARIO	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	RICHARDSON, JOHN D	5.2 NAME	
STREET ADDRESS	200 BLOOR ST E.	5.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO ONTARIO CANADA M4W1E-5	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	GORDON, BRUCE	6.2 NAME	
STREET ADDRESS	200 BLOOR ST. E.	6.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO ONTARIO CANADA M4W1E-5	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **JOHN R. OSTLER**  APRIL 2, 1997 (416) 926-6149

CR2E034 (9/96)