

NORTH AMERICAN SECURITY LIFE
INSURANCE COMPANY

846731

VIA FEDERAL EXPRESS

September 12, 1997

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

FILED
97 SEP 16 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Amendment to Certificate of Incorporation of
North American Security Life Insurance Company

Dear Sir or Madam:

Please find enclosed an Amendment to the Certificate of Incorporation of North American Security Life Insurance Company, which changes the name of the Company to The Manufacturers Life Insurance Company of North America. I have enclosed the following required documents for this filing:

1. The completed application for amendment.
2. An original certificate from the state of incorporation evidencing this amendment.
3. A check made payable to the Department of State in the amount of \$96.25.

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*****96.25 *****96.25

Please forward a certified copy and a certificate of status to my attention at:

Manulife Financial
73 Tremont Street
Suite 1300
Boston, MA 02108

If possible, I would like these documents federal expressed to me as we are trying to meet an October 1, 1997 effective date. The federal express billing number is 1864-6609-8.

Should you have any questions regarding this filing, please contact me at (617)-854-8620 or by fax at (617)-854-8602.

Sincerely,

Kimberly S. Ciccarelli

Kimberly S. Ciccarelli
Paralegal

N/C

VS SEP 23 1997

RECEIVED
97 SEP 16 AM 9:14
DIVISION OF CORPORATIONS

NDMENT TO
N FLORIDA
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Vice President & Chief Actuary

Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NORTH AMERICAN SECURITY LIFE INSURANCE COMPANY", CHANGING ITS NAME FROM "NORTH AMERICAN SECURITY LIFE INSURANCE COMPANY" TO "THE MANUFACTURERS LIFE INSURANCE COMPANY OF NORTH AMERICA", FILED IN THIS OFFICE ON THE THIRD DAY OF JULY, A.D. 1997, AT 8:02 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

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971221295




Edward J. Freel, Secretary of State

AUTHENTICATION: 8542903
07-03-97

DATE:

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NORTH AMERICAN SECURITY LIFE INSURANCE COMPANY**

North American Security Life Insurance Company (the "Company"), duly organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. That on the 28th day of March 1997, the Board of Directors of the Company duly adopted by its written consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Company as follows:

RESOLVED, that Article One of the Certificate of Incorporation of the Company be amended by changing the name of the Company from North American Security Life Insurance Company to The Manufacturers Life Insurance Company of North America, and it is

FURTHER RESOLVED, that the change of the Company's name be recommended to the sole stockholder of the Company, and it is

FURTHER RESOLVED, that any one of the President or the Vice President, Secretary and General Counsel are hereby authorized to do all things and take all actions to effect the change of name, and it is

FURTHER RESOLVED, that the change of the Company's name will be effective upon approval of the Delaware Department of Insurance and any other regulatory agencies needed to approve such change.

2. That on the 28th day of March 1997, pursuant to the resolution of the Board of Directors, the sole stockholder of the Company duly adopted by its written consent, pursuant to Section 228 of the General Corporation Law of the State of Delaware, a resolution in favor of the amendment.

3. That the Certificate of Incorporation of the Company is hereby amended by deleting Article FIRST in its entirety and inserting the following in lieu thereof:

FIRST: The name of the Company is:
The Manufacturers Life Insurance Company of North America.

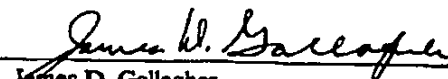
4. That the foregoing amendment has been duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the sole stockholder) of the General Corporation Law of the State of Delaware.

5. That the foregoing amendment shall be effective at 12:01 a.m. Eastern Standard Time on October 1, 1997.

IN WITNESS WHEREOF, North American Security Life Insurance Company has caused this Certificate to be executed by James D. Gallagher, Vice President, Secretary and General Counsel.

NORTH AMERICAN SECURITY LIFE INSURANCE COMPANY

By



James D. Gallagher
Vice President, Secretary & General Counsel