## NORTH AMERICAN SECURITY LIFE **INSURAINCE COMPANY**



**VIA FEDERAL EXPRESS** 

September 12, 1997

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



-029

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09/24/97--01050-

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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. 000023020

3. A check made payable to the Department of State in the amount of \$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 meat (617)-854-8620 or by fax at (617)-854-8602.

Sincerely,

Intelly S. accarelli

Kimberly S. Ciccarelli Paralegal

N/C V8 SER 2 3 1997



116 Huntington Avenue Boston, Massachusetts 02116 Mailing Address P.O. Box 9230 Buston, MA 02205-9230

Toll-free 800-344-1029 617-266-6004

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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.)	
AH AA HI B.	
SECTION I (1-3 MUST BE COMPLETED)	
North American Security Life Insurance Company	
Name of corporation as it appears on the records of the Department of State.	
2 Delaware 3	October 28, 1980
2 Incorporated under laws of 5 5	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? October 1, 1997 5. The Manufacturers Life Insurance Company of North America Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.	
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.	
New Jurisdiction	
Signature Signature	September 11, 1997 Date
John G. Vrysen	Vice President & Chief Actuary
Typed or printed name	Title

State of Delaware Office of the Secretary of State

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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.



0876771 8100 971221295

Edward J. Freel, Secretary of State

8542903 AUTHENTICATION: 07-03-97 DATE:

STATE OF DELAMARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 08:02 AM 07/03/1997 971221295 - 0876771

## **CERTIFICATE OF AMENDMENT**

أنفشه والموقع ومعار محمود المكان

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 Cômpany 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

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James D. Gallagher Vice President, Secretary & General Counsel