

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

FILED
Jan 30 1998 8:00am
Secretary of State

| | | |
|--|---|---|
| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # 850956 (4)
 1. Corporation Name
JOHN HANCOCK LIFE INSURANCE COMPANY OF AMERICA



DO NOT WRITE IN THIS SPACE

| | |
|---|--|
| Principal Place of Business 1209 ORANGE STREET C/O TAX DEPARTMENTS - 26TH FL WILMINGTON DE 19801 US | Mailing Address P.O. BOX 717 JOHN HANCOCK PLACE, G-2 BOSTON MA 02117-0717 US |
|---|--|

| | | |
|--|---------------------------------------|--|
| 3. Date Incorporated or Qualified 11/09/1981 | 4. FEI Number 13-3072894 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input checked="" type="checkbox"/> | \$8.75 Additional Fee Required | |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees | |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| | |
|--------------------------------------|---------------------------|
| 2. Principal Place of Business 21 | 2a. Mailing Address 26 |
| Suite, Apt. #, etc. 22 | Suite, Apt. #, etc. 27 |
| City & State 23 | City & State 28 |
| Zip 24 | Country 25 |
| | Country 30 |

9. Name and Address of Current Registered Agent

**INSURANCE COMMISSIONER STATE OF FLORIDA
 CAPITAL BUILDING
 TALLAHASSEE FL FL 32301**

10. Name and Address of New Registered Agent

| | |
|---|----------------|
| 81 Name | |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | FL 85 Zip Code |

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

| | | |
|----------------|-----------------------|--|
| TITLE | CD | <input type="checkbox"/> DELETE |
| NAME | D'ALESSANDRO, DAVID F | |
| STREET ADDRESS | JOHN HANCOCK PL | |
| CITY-ST-ZIP | BOSTON MA 02117 | |
| TITLE | VCPD | <input type="checkbox"/> DELETE |
| NAME | SHAW, HENRY D | |
| STREET ADDRESS | JOHN HANCOCK PL | |
| CITY-ST-ZIP | BOSTON MA 02117 | |
| TITLE | S | <input type="checkbox"/> DELETE |
| NAME | MANGAN, LAURA L | |
| STREET ADDRESS | JOHN HANCOCK PLACE | |
| CITY-ST-ZIP | BOSTON MA 02117 | |
| TITLE | VD | <input type="checkbox"/> DELETE |
| NAME | BOBCAGE, RONALD J | |
| STREET ADDRESS | JOHN HANCOCK PLACE | |
| CITY-ST-ZIP | BOSTON MA 02117 | |
| TITLE | VD | <input type="checkbox"/> DELETE |
| NAME | LUDDY, BARBARA L | |
| STREET ADDRESS | JOHN HANCOCK PL | |
| CITY-ST-ZIP | BOSTON MA 02117 | |
| TITLE | T | <input checked="" type="checkbox"/> DELETE |
| NAME | BASSETT, LEONARD A | |
| STREET ADDRESS | JOHN HANCOCK PLACE | |
| CITY-ST-ZIP | BOSTON MA 02117 | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|--|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | Bocage, Ronald J. |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | Treasurer |
| 6.3 STREET ADDRESS | Indge, Julie H. |
| 6.4 CITY-ST-ZIP | John Hancock Place Boston, MA 02117 |

14. I 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: Laura L. Mangan (617) January 20, 1998 572-5060

CR2E034 (10/97)

OFFICERS & DIRECTORS

V/D

Lee, Thomas J.
John Hancock Place
Boston, MA 02117

V/D

Paster, Robert S.
John Hancock Place
Boston, MA 02117

V/D

Reitano, Robert R.
John Hancock Place
Boston, MA 02117

V/D

Tomlinson, Joseph A.
John Hancock Place
Boston, MA 02117

V/D

Van Leer, Michele G.
John Hancock Place
Boston, MA 02117

V

Braun, George H.
John Hancock Place
Boston, MA 02117

V

Brown, Donald N.
John Hancock Place
Boston, MA 02117

V

Davis, Willma H.
John Hancock Place
Boston, MA 02117

V

Dowd, Edward P.
John Hancock Place
Boston, MA 02117

V

Hodges, James W.
John Hancock Place
Boston, MA 02117

V

MacLean, Stephen A.
John Hancock Place
Boston, MA 02117

V

Mannix, William M.
John Hancock Place
Boston, MA 02117

V

McGuire, Kevin M.
John Hancock Place
Boston, MA 02117

V

Murdzek, John P.
John Hancock Place
Boston, MA 02117

V

Nastou, Roger G.
John Hancock Place
Boston, MA 02117

V

O'Donnell, Philip R.
John Hancock Place
Boston, MA 02117

V

Ouellette, Daniel L.
John Hancock Place
Boston, MA 02117

V

Shea, John P.
John Hancock Place
Boston, MA 02117

V

Shemin, Barry L.
John Hancock Place
Boston, MA 02117

V

Stapleton, Margaret M.
John Hancock Place
Boston, MA 02117

V

Urick, Anthony C.
John Hancock Place
Boston, MA 02117

V

Welch, Barry E.
John Hancock Place
Boston, MA 02117