

850956

John Hancock Life Insurance Company of America

John Hancock Place  
Post Office Box 717  
Boston, Massachusetts 02117

Rosalie M. Calabraro  
Assistant Secretary  
(617) 572-5351  
FAX (617) 572-5775



June 15, 1998

300002567953-8  
-06/22/98-01073-013  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

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

Re: Name Change: John Hancock Life Insurance Company of America  
To: Investors Partner Life Insurance Company

To Whom It May Concern:

Thank you for your letter concerning the name change. I am sending the following requirements that are necessary for a foreign profit corporation qualified to do business in Florida.

1. Completed Profit Corporation Application.
2. Original Certificate of Articles of Incorporation for the State of Delaware
3. Original Certificate of Authority from the Domicile State.
4. Check in the amount of \$96.25.

Thank you for your assistance in this matter. If you need anything further, please do not hesitate to contact me.

*Rosalie M. Calabraro*

Rosalie M. Calabraro  
Assistant Secretary  
197 Clarendon Street  
Boston, Ma 02117  
Telephone No: 617 572-5351

Enclosures

FILED  
98 JUN 22 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*OK to file per  
Susan Payne*

*Name Change  
LFT 7-8-98*



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 "JOHN HANCOCK LIFE INSURANCE COMPANY OF AMERICA", CHANGING ITS NAME FROM "JOHN HANCOCK LIFE INSURANCE COMPANY OF AMERICA" TO "INVESTORS PARTNER LIFE COMPANY", FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 1998, AT 3 O'CLOCK P.M.

FILED  
98 JUN 22 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

0915152 8100

981182162



*Edward J. Freel*

Edward J. Freel, Secretary of State

9082782

AUTHENTICATION:

05-15-98

DATE:

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION**

**First:** That at a meeting of the Board of Directors of John Hancock Life Insurance Company of America on January 20, 1998, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

**Resolved,** that the Certificate of Incorporation of the corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the Corporation is Investors Partner Life Company."

- **Second:** That, thereafter, pursuant to resolution of its Board of Directors, in accordance with Section 228 of the General Corporation Law of the State of Delaware, the sole shareholder consented to such amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.
- **In Witness Whereof,** said Secretary has caused this certificate to be signed by Laura L. Mangan, an Authorized Officer, this 5th day of February, A.D. 1998.

By: 

Secretary

Name: Laura L. Mangan  
(Typed or Printed)

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

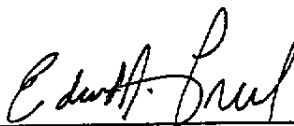
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "INVESTORS PARTNER LIFE COMPANY", CHANGING ITS NAME FROM "INVESTORS PARTNER LIFE COMPANY" TO "INVESTORS PARTNER LIFE INSURANCE COMPANY", FILED IN THIS OFFICE ON THE FIFTH DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.

FILED  
98 JUN 22 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



0915152 8100

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Edward J. Freel, Secretary of State

9082729

AUTHENTICATION:

05-15-98

DATE:

**CERTIFICATE OF CORRECTION  
TO THE  
CERTIFICATE OF AMENDMENT  
OF  
INVESTORS PARTNER LIFE COMPANY**

Investors Partner Life Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the Corporation is Investors Partner Life Company.
2. A Certificate of Amendment of the Corporation was filed with the Secretary of State of Delaware on February 9, 1998, and said Certificate requires correction as permitted by subsection (1) of Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate of Amendment to be corrected is that paragraph FIRST of said Certificate of Amendment incorrectly reflected the name of the Corporation.
4. The Certificate of Amendment should be corrected to add a new paragraph FIRST as follows:

**First:** That at a meeting of the Board of Directors of John Hancock Life Insurance Company of America on January 20, 1998, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**Resolved,** that the Certificate of Incorporation of the corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the Corporation is Investors Partner Life Insurance Company."

- **In Witness Whereof,** said Secretary has caused this Certificate of Correction to the Certificate of Amendment to be executed this 5th day of March, 1998.

By:   
Name: Laura L. Mangano  
Title: Corporate Secretary

# State of Delaware



DONNA LEE H. WILLIAMS  
INSURANCE COMMISSIONER

841 SILVER LAKE BLVD.  
DOVER, DELAWARE 19904-2465  
(302) 739 - 4251  
FACSIMILE (302) 739 - 5280

## Department of Insurance

### CERTIFIED CERTIFICATE OF AUTHORITY

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Delaware Certificate of Authority No. 3589P, dated March 25, 1998, issued to the

INVESTORS PARTNER LIFE INSURANCE COMPANY  
(f/k/a JOHN HANCOCK LIFE INSURANCE COMPANY OF AMERICA)

is a true and correct copy of the document on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO  
SET MY HAND AND AFFIXED THE OFFICIAL  
SEAL OF THIS DEPARTMENT AT THE CITY  
OF DOVER, THIS 7TH DAY OF MAY,  
1998.

*Donna Lee H. Williams*

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DONNA LEE H. WILLIAMS  
INSURANCE COMMISSIONER

FILED  
98 JUN 22 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Nº 3589 P

Annual Continuation Fee  
\$25.00

# State of Delaware



## Department of Insurance

### Certificate of Authority to Insurance Company

This Certifies that subject to and in accordance with the laws of this State,

The INVESTORS PARTNER LIFE INSURANCE COMPANY  
1209 Orange Street, Wilmington, DE 19801  
of Mailing: 197 Clarendon Street, Boston, MA 02117

Incorporated or Organized on May 27, 1981 in Delaware  
as a Stock insurer is hereby authorized to transact the business of

Life, including annuities, Variable Annuities, Variable Life and  
Health

insurance within the State of Delaware as such classes are now or may hereinafter be defined. This Certificate of Authority is the property of the State of Delaware and shall continue in force until terminated, suspended or revoked, subject to requirements for continuation by or on March 1 annually as set forth in the Insurance Laws of the State of Delaware. **Admitted on October 26, 1981; effective March 5, 1998 changed name from John Hancock Life Insurance Company of America to Investors Partner Life Insurance Company.**

IN WITNESS WHEREOF, I have

hereunto set my hand and official seal, at Dover,

this 25th day of March, 19 98

*Donna Sue H. Williams*  
INSURANCE COMMISSIONER

*Stephen B. White*  
DEPUTY INSURANCE COMMISSIONER