

850956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

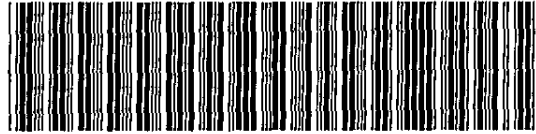
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/28/04--U1033--001 **96.25

FILED
04 DEC 20 AM 11:07
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

12/28/04
NIC Amend
8



December 17, 2004

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

Re: Name Change: Investors Partner Life Insurance Company
To: Manulife 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.

A handwritten signature in black ink that reads "Rosalie M. Calabraro".

Rosalie M. Calabraro
Assistant Secretary
200 Clarendon Street T-58
Boston, MA 02117
Telephone Number: (617) 572-5351

The logo for John Hancock, featuring the name "John Hancock" in a stylized, cursive script.

TRANSMITTAL LETTER*

TO: Amendment Section
Division of Corporations

SUBJECT: Investors Partner Life Insurance Company
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rosalie M. Calabraro
(Name of person)

Investors Partner Life Insurance Company
(Name of firm/company)

200 Clarendon Street T-58
(Address)

Boston, MA 02117
(City/state and zip code)

For further information concerning this matter, please call:

Rosalie Calabraro at (617) 572-5351
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
04 DEC 20 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

1. Investors Partner Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of) 3. November 9, 1981 (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? August 10, 2004
5. Manulife Insurance Company
(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.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)

Peter Scavongelli
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Peter Scavongelli
(Typed or printed name of person signing)

December 17, 2004
(Date)
Corporate Secretary
(Title of person signing)

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 AMENDMENT OF CERTIFICATE OF INCORPORATION

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware do hereby certify that the attached Certificate of Amendment of Certificate of Incorporation, as filed with the Delaware Secretary of State on August 10, 2004 changing the name of INVESTORS PARTNER LIFE INSURANCE COMPANY to MANULIFE INSURANCE COMPANY, 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 8TH DAY OF SEPTEMBER,
2004.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 AM 08/10/2004
FILED 08:00 AM 08/10/2004
SRV 040584064 - 0915152 FILE

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

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Investors Partner Life Insurance Company on July 23, 2004, 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 this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows: The name of the corporation is "Manulife Insurance Company".

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the 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 corporation has caused this certificate to be signed this 5th day of August, 2004.

By: 
Authorized Officer

Title: Secretary

Name: Peter Scavongelli
Print or Type

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. 4382P, dated September 8, 2004, and issued to the

MANULIFE INSURANCE COMPANY
(f/k/a INVESTORS PARTNER LIFE INSURANCE COMPANY),

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 8TH DAY OF SEPTEMBER,
2004.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

Nº 4382 P

Annual Continuation Fee
\$ 50.00

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 MANULIFE INSURANCE COMPANY
2711 Centerville Road, #400, Wilmington, DE 19808
of Administrative/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 August 10, 2004, Investors Partner Life Insurance Company changed its name to Manulife Insurance Company.

IN WITNESS WHEREOF, I have

hereunto set my hand and official seal, at Dover,

this 8th day of September, 2004

Donna Lee H. Williams
INSURANCE COMMISSIONER

AT Tress
DEPUTY INSURANCE COMMISSIONER

