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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
Lewis
4-22-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Manulife 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 Contact Person)

Manulife Insurance Company
(Firm/Company)

601 Congress Street
(Address)

Boston, MA 02210
(City/State and Zip Code)

For further information concerning this matter, please call:

Rosalie M. Calabraro at (617) 663-2493
(Name of Contact 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

John Hancock Financial Services, Inc.

601 Congress Street
Boston, Massachusetts 02210
(617) 663-2493
Fax: (617) 663-2494
Email: rcalabraro@jhancock.com

John Hancock.
the future is yours

Rosalie M. Calabraro
Assistant Corporate Secretary

April 16, 2008

Amendment Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amendment of Certificate of Authority regarding name change of
Manulife Insurance Company to John Hancock Life & Health Insurance
Company

Dear Sir/Ms.:

I am requesting a Certificate of Status regarding the above name change. I have completed and attached the following documents:

Cover Letter
Completed Application for amendment
Check in the amount of \$43.75
Copy of the State of Delaware Certificate of Amendment of Certificate
of Incorporation

If you need anything further, please do not hesitate to contact me.

Thank you.

Sincerely,



Rosalie M. Calabraro

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)

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

1. Manulife 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? April 4, 2008

5. John Hancock Life & Health 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Emanuel Alves

(Typed or printed name of person signing)

Vice President, Counsel & Corporate Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "MANULIFE INSURANCE COMPANY", CHANGING ITS NAME FROM "MANULIFE INSURANCE COMPANY" TO "JOHN HANCOCK LIFE & HEALTH INSURANCE COMPANY", FILED IN THIS OFFICE ON THE FOURTH DAY OF APRIL, A.D. 2008, AT 8 O'CLOCK A.M.

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

0915152 8100

080394222



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6500773

DATE: 04-04-08

**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 Manulife Insurance Company (the "Company") on April 3, 2008, 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: To change the name of the Company to John Hancock Life & Health Insurance Company, and to amend the Company's Certificate of Incorporation and By-laws accordingly.

SECOND: That pursuant to a written consent in lieu of meeting John Hancock Variable Life Insurance Company, the Company's sole stockholder adopted a resolution consenting to the name change. The resolution adopted by the sole stockholder is as follows:

RESOLVED: That an amendment to the Company's Certificate of Incorporation be, and it hereby is, approved to change and amend the First Article of said Certificate of Incorporation, so that, as amended, said Article shall be and read as follows:

The name of the Corporation is:

John Hancock Life & Health Insurance Company

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 3rd day of April, 2008.

By: 
Authorized Officer

Title: Vice President, Counsel and
Corporate Secretary

Name: Emanuel Alves
Print or Type