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Florida Department of State  
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## FOREIGN PROFIT QUALIFICATION

MassMutual Owners Association, Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 5, 2003

CT CORPORATION SYSTEM

SUBJECT: MASSMUTUAL OWNERS ASSOCIATION, INC.  
REF: W03000032739

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

**1. MassMutual Owners Association, Inc.**

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

**2. Massachusetts**

(State or country under the law of which it is incorporated)

**3. 35-2168644**

(FEI number, if applicable)

**4. February 14, 2002**

(Date of incorporation)

**5. Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

**6. Upon filing.**

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

**7. 1295 State Street, Springfield, MA 01111**

(Current mailing address)

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STATE  
OF  
FLORIDA

**8. To engage in any lawful act or activity for which corporations may be organized.**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

**9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

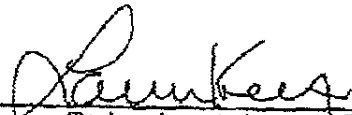
Office Address: 1200 South Pine Island Road

Plantation Florida 33324

(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

**LAUREN H. KREATZ.**

**SPECIAL ASSISTANT SECRETARY**

**11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.**

**AFFIDAVIT  
OF JAMES V. BAKER**

State of Florida  
County of MANA BENT

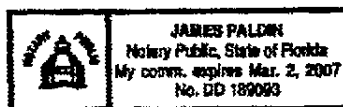
James V. Baker, being duly sworn, deposes and says:

1. I reside at 15300 Palawood Road, Jupiter, Florida 33410.
2. I am a Director of MassMutual Owners Association, Inc., a Florida not for profit corporation.
3. On August 27, 2003, as Director of MassMutual Owners Association, Inc. ("MMOA"), I executed the Articles of Dissolution to voluntarily dissolve MassMutual Owners Association, Inc. as a Florida not for profit corporation.
4. This affidavit is to permit Massachusetts Mutual Life Insurance Company ("MassMutual") or any of its subsidiaries or affiliates to immediately assume or use the term "MassMutual Owners Association, Inc." for any lawful purpose.
5. Neither MMOA nor any of its principals or directors has any intention of revoking MMOA's voluntary dissolution or any intencion of asserting rights to the name "MassMutual Owners Association, Inc."
6. MassMutual or any of its subsidiaries or affiliates is free to incorporate under "MassMutual Owners Association, Inc." or otherwise make lawful use of that term.

James V. Baker  
James V. Baker  
Director  
MassMutual Owners Association, Inc.

Sworn before me this 8 day of September, 2003

JAMES PALDIN  
Notary Public



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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: Address:

Director: John L. Abbott

Address: 1295 State Street, Springfield, MA 01111

Director: Ann F. Lomeli

Address: 1295 State Street, Springfield, MA 01111

Director: Frances B. Emerson

Address: 1295 State Street, Springfield, MA 01111

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John L. Abbott

Address: 1295 State Street, Springfield, MA 01111

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary Ann F. Lomeli

Address: 1295 State Street, Springfield, MA 01111

Treasurer: Edward M. Kline

Address: 1295 State Street, Springfield, MA 01111

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John L. Abbott

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John L. Abbott

(Typed or printed name and capacity of person signing application)

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William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

November 4, 2003

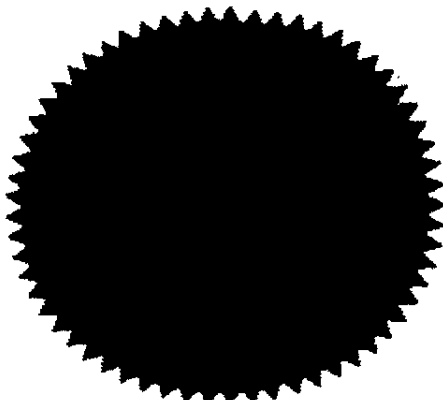
TO WHOM IT MAY CONCERN:

I hereby certify that

**MASSMUTUAL OWNERS ASSOCIATION, INC.**

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on February 14, 2002.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.