

F04000003505

(Requestor's Name)

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(Address)

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(Business Entity Name)

(Document Number)

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NC
T. Lewis

FILED
05 FEB 16 2005
FEB 16 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: General American Distributors, Inc.
(Name of corporation)

DOCUMENT NUMBER: F04000003505

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Joan Hesh
(Name of person)

MetLife, Inc.
(Name of firm/company)

13045 Tesson Ferry Rd, B1-06
(Address)

St Louis MO 63128
(City/state and zip code)

For further information concerning this matter, please call:

Mary Joan Hesh at (314) 525-9608
(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)

F04000003505

(Document number of corporation (if known))

FILED
FEB 15 8 14 AM '05
TALLAHASSEE, FL

1. General American Distributors, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Missouri (Incorporated under laws of)
3. 6/21/04 (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? 11/30/2004
5. MetLife Investors Distribution 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)

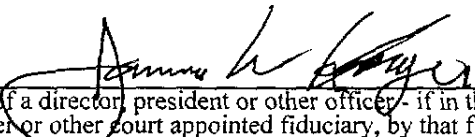
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)


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

James W. Koeger
(Typed or printed name of person signing)

2/4/05
(Date)

Treasurer
(Title of person signing)

STATE OF MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

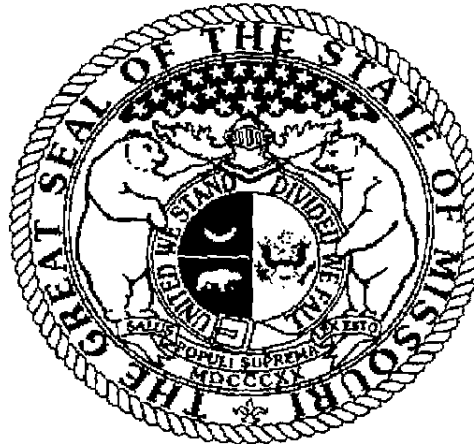
**METLIFE INVESTORS DISTRIBUTION COMPANY
00488553**

was created under the laws of this State on the 3rd day of October, 2000, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 21st day of January, 2005

Robin Carnahan

Secretary of State



State of Missouri



Matt Blunt
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

METLIFE INVESTORS DISTRIBUTION COMPANY--F00298291

INTO:

GENERAL AMERICAN DISTRIBUTORS, INC. - 00488553

Organized and existing under laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, MATT BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

GENERAL AMERICAN DISTRIBUTORS, INC. - 00488553

as the surviving entity.

The name subsequently changed to:

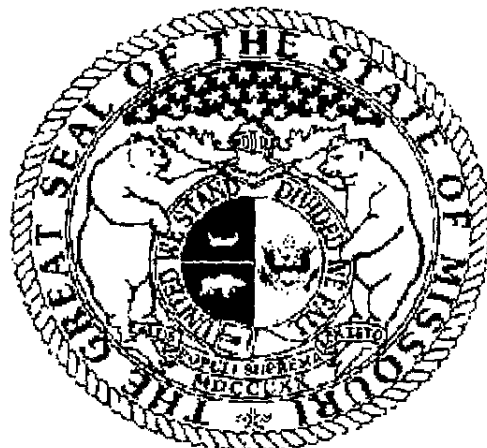
MetLife Investors Distribution Company

IN TESTIMONY WHEREOF, I have set
my hand and imprinted the GREAT SEAL
of the State of Missouri, on this, the
30th day of November, 2004.

EFFECTIVE DATE: December 1, 2004

Matt Blunt

Secretary of State





00488553

CERTIFICATE OF CORPORATE RECORDS

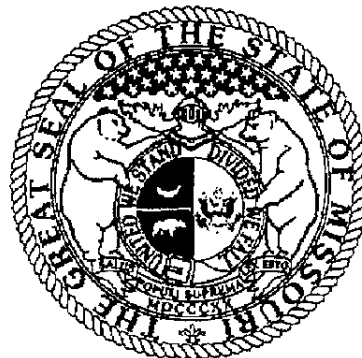
METLIFE INVESTORS DISTRIBUTION COMPANY

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 21st day of January, 2005

Robin Carnahan

Secretary of State





State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200433709006

00488553

Date Filed: 11/30/2004

Effective Date: 12/01/2004

Matt Blunt
Secretary of State

Summary Articles of Merger

(Section 351.430, RSMo)
(Submit with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. The constituent corporations are:

General American Distributors, Inc. of Missouri
Name of Corporation Parent State
MetLife Investors Distribution Company of Delaware
Name of Corporation Parent State

2. A plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations as required by Chapter 351, RSMo.);

3. The name of the surviving corporation is General American Distributors, Inc. of Missouri;
Name of Corporation Parent State

4. Check one of the following:

☒ The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary. (Please attach amendments.)

☐ There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.

5. The executed plan of merger is on file at the principal place of business of the surviving corporation at
13045 Tesson Ferry Road, St. Louis, MO 63128

street, city, state and zip

6. A copy of a plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

12/1/04

Date may not be more than 90 days after the filing date in this office

To be completed only if surviving corporation is a foreign corporation.

8. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is _____

Name and address to return filed document:

Name: _____
Address: _____
City, State, and Zip Co _____

State of Missouri
Merger - General Business - Domestic 5 Page(s)



T0433513642

- c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Assistant Secretary, General

American Distributors, Inc. 11/29/04

Secretary, MetLife Investors

Distribution Company 11/29/04

Authorized Signature

Printed Name

Title

Date



State of Missouri
Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Exhibit A

**Amended and Restated
Articles of Incorporation**

Article One

The name of the corporation is MetLife Investors Distribution Company

Article Two

The registered agent's name: William L. Hutton

The address, including street and number for the registered agent's office in the state of Missouri:
(P.O. Box may only be used in addition to a physical street address)

700 Market Street

St. Louis

MO 63101

Street address

City

State/Zip

Article Three

(Must complete 1 or 2)

1. If the aggregate number of shares in which the corporation shall have authority to issue DOES NOT exceed 30,000 shares or the par valued DOES NOT exceed \$30,000 please check this box: ☒

OR

2. If the aggregate number of shares in which the corporation shall have authority to issue exceeds 30,000 shares or the par value exceeds \$30,000 dollars please indicate the number of shares of each class and the par value of each share. Also, indicate a statement of the preferences, qualifications, limitations, restrictions and the special or relative rights including convertible right, is any, in respect of the shares of each class:

Article Four

The name and physical business or residence address of each incorporator:

Name	Address	City/State/Zip
<u>William L. Hutton</u>	<u>5108 Jamieson</u>	<u>St. Louis, MO 63109</u>

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

Corp. 41 (07/04)

Article Five

The number of years the corporation is to continue or perpetual: (Please complete one)



Perpetual (check box)

OR

State number of years _____

Article Six

The corporation is formed for the following lawful purpose(s):

To exercise any and all of the powers granted to corporations by the laws of Missouri as they now exist or may hereafter be amended; to engage in any and all species of commerce or business not inconsistent with the laws of Missouri or any other state in which the corporation may be authorized to transact business.

Article Seven



The number of directors to constitute the board of directors: _____ (optional)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)



Signature

Richard C. Pearson

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

DIVISION OF TAXATION AND COLLECTION
P O BOX 3666
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI
Department of Revenue
Telephone: (573) 751-9268
Fax: (573) 522-1160
E-mail: taxclearance@dor.mo.gov



METLIFE INVESTORS DISTRIBUTION COMPANY
%JEFF CITY FILING
222 E DUNKLIN #102
JEFFERSON CITY MO 65101

November 24, 2004

RE: METLIFE INVESTORS DISTRUBUTION COMPANY
MISSOURI CORPORATION CHARTER NUMBER: F00298291

Dear Sir or Madam:

In accordance with your request, a review of the account has been made. There are no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all penalties and interest.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

THIS CERTIFICATE REMAINS VALID FOR FORTY-FIVE (45) DAYS FROM THE ISSUANCE DATE.

Sincerely,

A handwritten signature in black ink, appearing to read "Kenneth M. Pearson", is written over a horizontal line.

Kenneth M. Pearson
Administrator
Business Tax

JP:DU1126

CBN003
200432900301568