



Manulife Financial

Head Office
200 Bloor Street East
Toronto, Canada M4W 1H5

M. Kim Duggan
Assistant Vice President & Counsel

F 76 000001 968

April 18, 1996

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: Mr Lee Rivers

Dear Mr Rivers:

Re: Manulife Reinsurance Corporation (U.S.A.)

As a prerequisite to applying for Approved Reinsurer status for this company in the state of Florida, I am pleased to enclose:

1. Transmittal Letter
2. Application by Foreign Corporation for Authorization to Transact Business in Florida
3. Certificate of Compliance issued by Michigan Insurance Bureau
4. Check for \$78.75 payable to the Florida Department of State (registration fee of \$70 and status certificate fee of \$8.75)

As our Wally Ure discussed with you by phone yesterday, a Certificate of Existence from Michigan's Secretary of State, or other official, is unavailable as the governance of insurance companies falls exclusively under the Michigan Insurance Bureau.

In this circumstance we trust you can accept the Certificate of Compliance as a substitute for a "certificate of existence", and thus be able to send to my attention a Certificate of Status.

If any further question arises please call me at (416) 926-3040.

Yours truly,

M. Kim Duggan
Assistant Vice President and Counsel

Encl.

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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Manulife Reinsurance Corporation (U.S.A.)
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

M. Kim Duggan
(Name of Person)
Manulife Financial
(Firm/Company)
200 Bloor Street East
(Address)
Toronto, Ontario M4W 1E5
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

M. Kim Duggan at (416) 926 - 3040
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Manulife Reinsurance Corporation (U.S.A.)
(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. Michigan
(State or country under the law of which it is incorporated)
3. 38-2450502
(FEI number, if applicable)
4. February 16, 1983
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. ----
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P.O. Box 600
Buffalo, New York 14201-0100
(Current mailing address)
8. REINSURANCE of Life, Annuity, and Disability products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Insurance Commissioner
Office Address: The Capitol
Tallahassee, Florida, 32399-0300
(Zip Code)

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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)

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.

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: None

Address: _____

Vice Chairman: None

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

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

PLEASE REFER TO ATTACHED COMPLETE ADDENDUM

12. NAMES AND ADDRESSES OF OFFICERS AND/OR DIRECTORS

A: DIRECTORS

Raymond L. Britt
4 Captains Ln.
Hingham, MA

Joseph B. Mounsey,
218 Blythwood Rd.
Toronto, Ontario M4N 1A6

John D. Richardson
R.R. #2
Acton, Ontario

Rex E. Schlaybaugh, Jr.
735 Shirley,
Birmingham, MI

Diane M. Schwartz
180 Crescent Rd., Apt. 1
Toronto, Ontario.

John G. Vrysen
30 Miscoe Brook Dr.
Wrentham, MA

B: OFFICERS

President & Director
Zane Stait-Gardner
740 High Point Rd.
R.R. #2
Port Perry, Ontario L9L 1B3

Vice President & CFO & Director
Patrick B. Kelleher
1629 Amberlea Rd.
Pickering, Ontario

General Counsel & Secretary
Stephen C. Nesbitt
334 St. Clements
Toronto, Ontario

Vice President
Dennis R. Elgie
14 Tilburn Pl.
Scarborough, Ontario

Vice President
James R. Senn
1319 Bunsden Ave.
Mississauga, Ontario

Treasurer
Jean E. Allison
6 Baintree Ct.
North York, Ontario M3H 3X7

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13.



14.

Stephen C. Nesbitt
General Counsel & Secretary

INS 659 (12/95) State of Michigan Department of Commerce

CERTIFICATE OF COMPLIANCE

Company Admissions Division
Michigan Insurance Bureau
P.O. Box 30220
Lansing, MI 48909-7720

Date: February 29, 1996

I certify that

MANULIFE REINSURANCE CORPORATION (U.S.A.)

(a Michigan stock corporation)

Is organized under the laws of this State and is authorized to issue policies and transact business under the following Sections of the Insurance Code of 1956, as amended:

Sections 602 and 606 of Chapter 6; and variable annuities and variable life - separate accounts, as provided in Section 925

For a definition of the lines of insurance summarized below, please refer to the applicable sections of the Michigan Insurance Code, M.C.L. 500.100 *et seq.*

Sec. 602 Life Insurance & Annuities other than Variable Annuities

Sec. 925 Separate Account
Variable Contracts
Variable Annuities
Variable Life

Sec. 4101 Modified Guaranteed Annuities

Sec. 606 Disability

Sec. 610 Property, including:
Sec. 614 Ocean Marine
Sec. 616 Inland Marine
Sec. 620 Automobile Insurance (limited)

Sec. 618 Legal Expense

Sec. 624 Casualty
Subsections:

- (a) Steam Boiler, Flywheel and Machinery
- (b) Liability, Automobile (including Sec. 625, disability coverage supplemental to Automobile Insurance)
Workers' Compensation
- (c) Plate Glass
- (d) Sprinkler and Water Damage
- (e) Credit
- (f) Burglary and Theft
- (g) Livestock
- (h) Malpractice
- (i) Miscellaneous

Sec. 628 Surety and Fidelity

Chapter 73 Title Insurance

Sec. 8179 Fraternal Benefit Society Contracts



Kathleen Parsons

Director, Company Admissions Division

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INS 102 (2/93) State of Michigan Department of Commerce

CERTIFICATE OF AUTHORITY

Company Admissions Division
Michigan Insurance Bureau
P. O. Box 30220
Lansing, MI 48909-7720

Date: November 17, 1995

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THIS IS TO CERTIFY, that

MANULIFE REINSURANCE CORPORATION (U.S.A.)

(a Michigan stock corporation)

NAIC No. 98078

Is authorized in Michigan to transact the business of **Life and disability insurance, as provided in Sections 602 and 606 of Chapter 6; and variable annuities and variable life - separate accounts, as provided in Section 925 of Chapter 9**

of P.A. 218 of 1956 as amended, "The Michigan Insurance Code," so long as the insurer continues to conform to the authority granted by this certificate, its corporate articles, the requirements of P.A. 218 of 1956 and all amendments to it and any limitations, conditions or other matters which have been agreed to from time to time between the insurer and the Commissioner.

If issued to a domestic, foreign, or alien insurer, this Certificate of Authority shall be automatically revoked 90 days after the insurer or an affiliated insurer is made subject to formal delinquency proceedings, unless the insurer requalifies for a Certificate of Authority. If issued to a foreign insurer, this Certificate of Authority shall be automatically revoked 90 days after a change in control, unless the insurer requalifies for a Certificate of Authority.

This Certificate of Authority is granted subject to the laws of the State of Michigan.



Michigan Department of Commerce
Insurance Bureau
I certify that this is a true and complete copy
of the original document on file in this office.

Commissioner of Insurance

Kathleen Parsons

Special Deputy Commissioner

Date:

11-20-95