

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 03 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000001968 (4)

1. Corporation Name
MANULIFE REINSURANCE CORPORATION (U.S.A.)



Principal Place of Business
PO BOX 600
BUFFALO NY 14201-0100

Mailing Address
PO BOX 600
BUFFALO NY 14201-0800

3. Date Incorporated or Qualified
04/22/1996

3a. Date of Last Report

2. Principal Place of Business 21 200 Bloor Street East Suite, Apt. #, etc. 22 City & State 23 Toronto, Ontario 24 Zip M4W 1E5	2a. Mailing Address 26 Attn: L.T. Flor, Jr. Suite, Apt. #, etc. 27 City & State 28 29 Zip Country 30	4. FEI Number 38-2450502 Applied For Not Applicable	5. Certificate of Status Desired \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No
--	---	--	---	---	--

9. Name and Address of Current Registered Agent

INSURANCE COMMISSIONER
THE CAPITOL
TALLAHASSEE FL 32399-0300

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	NAME STAIT-GARDNER, ZANE	1.1 TITLE	1.2 NAME
STREET ADDRESS 740 HIGH POINT RD, RR#2, PORT PERRY, ONT.	CITY-ST-ZIP CANADA L9L 1B3	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
TITLE CFOD	NAME KELLEHER, PATRICK B	2.1 TITLE	2.2 NAME
STREET ADDRESS 1829 AMBERLEA RD, PICKERING	CITY-ST-ZIP ONTARIO	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
TITLE GCS	NAME NESBITT, STEPHEN C	3.1 TITLE	3.2 NAME
STREET ADDRESS 334 ST. CLEMENTS, TORONTO	CITY-ST-ZIP ONTARIO	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
TITLE V	NAME ELGIE, DENNIS R	4.1 TITLE	4.2 NAME
STREET ADDRESS 14 TILBURN PL	CITY-ST-ZIP SCARBOROUGH, ONTARIO	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
TITLE V	NAME SENN, JAMES R	5.1 TITLE	5.2 NAME
STREET ADDRESS 1319 BUNSDEN AVE	CITY-ST-ZIP MISSISSAUGA, ONTARIO	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE T	NAME ALLISON, JEAN E	6.1 TITLE	6.2 NAME
STREET ADDRESS 8 BAINTREE CT	CITY-ST-ZIP NORTH YORK ONTARIO M3H 3X7	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Zane Stait-Gardner*
Zane Stait-Gardner
President

(416) 926-3591

CR2E034 (9/96)