



**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MML Investors Services, LLC

*Name of Limited Liability Company*

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert Rosenthal

*Name of Person*

MassMutual

*Firm/Company*

1295 State Street

*Address*

Springfield, MA 01111-0001

*City/State and Zip Code*

[rrosenthal@massmutual.com](mailto:rrosenthal@massmutual.com)

*E-mail address: (to be used for future annual report notification)*

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
*Name of Person Area Code & Daytime Telephone Number*

**MAILING ADDRESS:**  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. MML Investors Services, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Massachusetts 3. 04-2746212  
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. 01/01/2011 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1295 State Street, Springfield, MA 01111-0001  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Michael Fanning, 1295 State Street, Springfield, MA 01111-0001

John Vaccaro, 1295 State Street, Springfield, MA 01111-0001

Elaine Sarynski, 1295 State Street, Springfield, MA 01111-0001

SEE ATTACHMENT

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: See attached

Kenneth M. Rickson  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Kenneth M. Rickson  
Typed or printed name of signer

11 JAN -4 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**Attachment to Florida  
Member / Manager Information**

1	Full Name:	Melissa Millan
	Member/Manager:	Manager
	Business Address:	100 Bright Meadow Blvd
	City:	Enfield
	State:	CT
	ZIP Code:	06082
2	Full Name:	Michael Rollings
	Member/Manager:	Manager
	Business Address:	1295 State Street
	City:	Springfield
	State:	MA
	ZIP Code:	01111-0001
3	Full Name:	Gregory Deavens
	Member/Manager:	Manager
	Business Address:	100 Bright Meadow Blvd.
	City:	Enfield
	State:	CT
	ZIP Code:	06082
4	Full Name:	Kenneth M. Rickson
	Member/Manager:	Manager
	Business Address:	1295 State Street
	City:	Springfield
	State:	MA
	ZIP Code:	01111-0001

**MML Investors Services, LLC**

11.

**To engage in and carry on a general investment banking and securities business.**

**To underwrite, subscribe for, solicit and accept subscriptions for, buy, sell, exchange, pledge, mortgage, guarantee, hold and otherwise deal in, as principal or agent, all kinds of securities, obligations, contractual rights, receipts, general and limited partnership interests, joint venture interests and other investment products, whether real or personal, tangible or intangible, transferable or non-transferable property or interests therein.**

**To draw, make, accept, indorse, guarantee, execute, issue, discount and have discounted and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, agricultural paper, depository receipts, warehouse and dock receipts, warrants and other instruments or documents, whether negotiable or non-negotiable, transferable or non-transferable.**

**To carry on any manufacturing, mercantile, selling, management, service or other business, operation or activity which may be lawfully carried on by a Limited Liability Company organized under the Limited Liability Company Act of The Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraph.**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MML Investors Services, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Bdx **NOT** ACCEPTABLE)

Plantation FL 33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

CT Corporation System

By: 

(Signature)

**Tammy Tolsted**  
**Vice President**

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)



William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

January 3, 2011

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

**MML INVESTORS SERVICES, LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on January 1, 2011.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:  
**MICHAEL FANNING, JOHN VACCARO, KENNETH RICKSON, ELAINE SARYNSKI, MELISSA MILLAN, MICHAEL ROLLINGS, GREGORY DEAVENS**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **MICHAEL FANNING, JOHN VACCARO, KENNETH RICKSON, ELAINE SARYNSKI, MELISSA MILLAN, MICHAEL ROLLINGS, GREGORY DEAVENS, MARK LAROSE, MARY S. BLOCK, WILLIAM F. MONROE JR., ROBERT S. ROSENTHAL, DOUGLAS RUSSELL, MARK VIVIANO**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **NONE**

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



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