FOR PROFIT CORPORATION

FILED May 15, 2002 8:00 am

DOCL	JMENT# 701 a	269	(ODN)	Secretary of State
1. Entity Name				05-15-2002 90088 035 ***150.00
Inde	ependence Life and Ann	uity Company	•	
	DO NOT WRITE	IN THIS OF	ACE	-
	DO NOT WRITE	114 1 LIS 25	ACE	
2. Principal Place of Business One Sun Life Executive Park		3. Mailing Address One Sun Life Executive Park		
Suite, Apt. #, etc. SC 1335		Suite, Apt. #, etc. SC 1335		DO NOT WRITE IN THIS SPACE
City & State Wëllesley Hills, MA		City & State Wellesley Hills, MA		4. FEI Number Applied For
Zip	Country	Zip	• MA Country	61-0403075 Not Applicable 5. Certificate of Status Desired \$8.75 Additional
02481	USA	02481	JSA	Fee Required
			Name	7. Name and Address of Current Registered Agent
	DO NOT W	RITE		
	IN THIS SP		Street Address (P.O. Box Number is Not Acceptable)
	IN THIS SP	ACE	1	
			City	FL Zip Code
8. The above	e named entity submits this statement for	the purpose of changing its red	ristered office or register	f L. I
		i i i i i i i i i i i i i i i i i i i	grater out office of Tegrater	ed agent, or both, in the State of Florida.
SIGNATURE	Signature, typed or printed name of registered agent ar	of title if one first b		
O This seem	 		gistered Agent signature required	when reinstating) DATE
 This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so. (See criteria on back)		After May 1,	1 Fee is \$150.00 Fee is \$550.00 BR is \$61.25	10. Election Campaign Financing Trust Fund Contribution. \$5.00 May Be Added to Fees
11.	OFFICERS AND D	IRECTORS	to Department of Stat	(e)
TITLE			TITLE	
NAME STREET ADDRESS	SEE ATTACHED		NAME	
CITY-ST-ZIP			STREET ADDRESS CITY-ST-ZIP	
TITLE			TITLE	
NAME		Ī	NAME	
STREET ADDRESS CITY-ST-ZIP		· }	STREET ADDRESS	
			CITY-ST-ZIP	
TITLE NAME			TITLE	
STREET ADDRESS			NAME STREET ADDRESS	
CITY-ST-ZIP	,		CITY-ST-ZIP	DO NOT WRITE
TITLE			TITLE	
NAME STREET ADDRESS			NAME	IN THIS SPACE
CITY-ST-ZIP		ľ	STREET ADDRESS CITY-ST-ZIP	
TITLE			TITLE	
NAME			NAME	
STREET ADDRESS CITY-ST-ZIP			STREET ADDRESS	
IITLE			CITY-ST-ZIP 5	
NAME			TITLE	
STREET ADDRESS			NAME STREET ADDRESS	
CITY-ST-ZIP			CITY-ST-ZIP	
3. I hereby ce	ertify that the information supplied with thi			1440.07(0)/()

indicated on this report or supplemental 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 attachment with an address, with all other like empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or on an

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

(781) 446-2486 Date Daytime Phone #

Directors, Officers Report

Independence Life and Annuity Company

DIRECTORS

James Cameron Baillie

Director

Primary Address:

Torys LLP

Box 270, TD Centre

Suite 3000, 79 Wellington Street West Toronto, Ontario M5K 1N2 Canada

David D. Horn

Director

Primary Address:

257 Lake Street P.O. Box 24

New Vineyard, ME 04956

Angus A. MacNaughton

Director

Primary Address: 555 Ca

555 California Street

Suite 4850

San Francisco, CA 94104

James A. McNulty, III

Director

Primary Address:

Sun Life Financial

One Sun Life Executive Park

Wellesley, MA 02481

C. James Prieur

Director & Vice Chairman

Primary Address:

Sun Life Assurance Company of Canada

150 King Street West

Toronto, Ontario M5H 1J9 Canada

S. Caesar Raboy

Director

Primary Address:

220 Boylston Street

Boston, MA 02110

Donald A. Stewart

Director & Chairman

Primary Address:

Sun Life Assurance Company of Canada

150 King Street West

Toronto, Ontario M5H 1J9 Canada

William W. Stinson

Director Apt. 2402

Primary Address:

2000 Somervale Court S.W.

c/o C. McCullough

Calgary, AB T2Y 4J1 Canada

Attachment #701269/660415

Independence Life and Annuity Company

th # POI 254 /1060415

EXECUTIVE OFFICERS

James A. McNuity, III

Primary Address:

President

Sun Life Financial

One Sun Life Executive Park

Wellesley, MA 02481

James M.A. Anderson

Vice President, Investments

Primary Address:

Sun Life Financial

One Sun Life Executive Park

Wellesley, MA 02481

Robin L. Camara

Primary Address: Sun Life Financial

One Sun Life Executive Park Wellesley Hills, MA 02481

Mark W. DeTora

Vice-President, Individual Insurance

Primary Address: Sun Life Financial

One Sun Life Executive Park

Wellesley, MA 02481

Sun Life Financial

Peter F. Demuth

Primary Address:

Vice President, Chief Strategy and Business Development Officer

Vice-President, Human Resources & Administrative Services

One Sun Life Executive Park Wellesley Hills, MA 02481

Ronald J. Fernandes

Vice-President, Retirement Products & Services

Primary Address: Sun Life Financial

One Sun Life Executive Park Wellesley Hills, MA 02481

Ellen B. King

Primary Address:

Assistant Vice President and Senior Counsel and Secretary

Sun Life Financial One Sun Life Executive Park

Wellesley Hills, MA 02481

Philip K Polkinghorn

Primary Address:

Vice-President, Retirement Products & Services

Sun Life Financial

One Sun Life Executive Park Wellesley Hills, MA 02481

Davey S. Scoon

Primary Address:

Vice President, Chief Administrative & Financial Officer & Treasurer

Sun Life Financial

One Sun Life Executive Park Wellesley Hills, MA 02481

James R. Smith

Primary Address:

Vice President & Chief Information Officer

Sun Life Financial

One Sun Life Executive Park

Wellesley Hills, Massachusetts 02481 USA

Robert P. Vrolyk

Vice-President & Actuary

Primary Address:

Sun Life Financial

One Sun Life Executive Park Wellesley Hills, MA 02481