


With 

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MS Life Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: P10693

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Nancy Johnston
(Name of Person)
MS Diversified Corporation
(Firm/Company)
1501 Lakeland Drive, Ste 350
(Address)
Jackson, Mississippi 39216
(City/State and Zip code)

For further information concerning this matter, please call:

Nancy Johnston at (601) 362-9025, extension 10
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

MAILING ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

MS Life Insurance Company

(Name of Corporation)

P10593

(Document Number of Corporation, if known)

Mississippi

(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

1501 Lakeland Drive, Ste. 350
(Mailing Address)

Jackson, Mississippi 39216
(City State Zip)

FILED
06 MAR - 2 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Arthur W. Heggan
(Signature of a director, president or other officer, or in the hands of a receiver or other court appointed fiduciary, by the corporation)

February 3, 2006
(Date)

Arthur W. Heggan
(Typed or printed name of person signing)

Secretary
(Title of person signing)

FILING FEE \$35