

P23193

NASL Financial Services, Inc.

116 Huntington Ave.

Boston, MA 02116

000002679060--0  
-11/03/98-01049-003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 16 PM 3:22

Call

Davis & Libbey  
VP-CFO  
Tremont  
MA

Name
Availability
Document
Examiner
Updater
Updater
Verifier
Acknowledgement
W. P. Vermyer

BILING 35.00  
2. COPY  
R. AGENT  
TOTAL 35.00  
BALANCE DUE \$  
REFUND \$

D2108-3915  
11/3/98  
SP



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 2, 1998

Mr. David Libbey  
NASL Financial Services, Inc.  
116 Huntington Ave.  
Boston, MA 02116

SUBJECT: NASL FINANCIAL SERVICES, INC.  
Ref. Number: P23193

We have received your document for NASL FINANCIAL SERVICES, INC. .  
However, the enclosed document has not been filed and is being returned to you  
for the following reason(s):

Pursuant to my phone conversation with Richard Hirtle, the subject corporation is  
no longer a Massachusetts corporation, but a Massachusetts limited liability  
company. In this case, the foreign corporation can file a withdrawal application to  
withdraw its authority in Florida and a new qualification as a Massachusetts  
limited liability can be filed. Please note enclosed forms and applicable filing fees.

If you have any questions concerning this matter, please either respond in writing  
or call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 998A00031059



# Manulife Financial

August 25, 1998

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

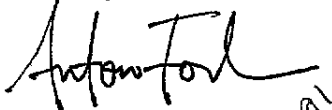
Dear Sir/Madam:

Effective October 1, 1997, NASL Financial Services, Inc., was reconstituted as a Delaware limited liability company operating under the name Manufacturers Securities Services, LLC ("MSS"). The change was in connection with internal corporate restructuring and was not a change in control.

We are in receipt of your letter dated June 2, 1998, letter number 998A00031059. As instructed in the letter, I enclose a withdrawal of NASL Financial Services, Inc., an application for authorization to transact business for MSS, an affidavit of membership for MSS, a certificate of designated agent for process, a certificate of existence, and filing fees in the amount of \$ \$293.75.

Please let me know if anything further is required. I can be reached at 617-266-6008. Thank you for your assistance with this filing.

Sincerely,



Anthony Todisco

ext. 291

Manufacturers Securities Services, LLC  
73 Tremont St., Suite 1300, Boston, MA 02108-3915  
Fax: (617) 854-4301 Toll Free: (800) 711-4934

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

NASL Financial Services, Inc.

(Name of Corporation)

Massachusetts

(Incorporated Under Laws Of)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 16 PM 3:22

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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

116 Huntington Avenue

(Mailing Address)

Boston, MA 02116

(City/ State /Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 16 PM 3:22

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



Signature

Vice President & Treasurer

Title

John G. Vrysen

Typed or printed name

8/21/98

Date