

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

**FILED**  
**May 14 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 828190 (9)**  
 1. Corporation Name  
**SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)**



Principal Place of Business <b>ONE SUN LIFE EXECUTIVE PK                  1 SUN LIFE EXECUTIVE PARK                  WELLESLEY HILLS MA 02181                  US</b>	Mailing Address <b>ONE SUN LIFE EXECUTIVE PARK                  SC 3331                  WELLESLEY HILLS MA 02181                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21 <i>ONE SUN LIFE EXECUTIVE PARK</i>	26 <i>ONE SUN LIFE EXECUTIVE PARK</i>	27 <i>SC 3331</i>	30 <i>USA</i>
22 <i>WELLESLEY HILLS, MA</i>	28 <i>WELLESLEY HILLS, MA</i>	29 <i>02181</i>	30 <i>USA</i>

3. Date Incorporated or Qualified <b>06/23/1972</b>	4. FEI Number <b>04-2461439</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**TREASURER OF THE STATE OF FLORIDA  
 INSURANCE COMMISSIONER  
 THE CAPITOL  
 TALLAHASSEE FL**

10. Name and Address of New Registered Agent

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

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>VD</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>HORN, DAVID</b>	
STREET ADDRESS	<b>58 PINCKNEY STREET</b>	
CITY-ST-ZIP	<b>BOSTON MA</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>LANE, JOHN S</b>	
STREET ADDRESS	<b>77 DAWLISH AVE</b>	
CITY-ST-ZIP	<b>TORONTO, ONT. CANADA</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>VROLYK, ROBERT P</b>	
STREET ADDRESS	<b>5 KNOB CONE DRIVE</b>	
CITY-ST-ZIP	<b>BOYLSTON MA</b>	
TITLE	<b>S</b>	<input type="checkbox"/> DELETE
NAME	<b>MARGARET SEARS MEAD</b>	
STREET ADDRESS	<b>ONE SUN LIFE EXECUTIVE PARK</b>	
CITY-ST-ZIP	<b>WELLESLEY HILLS MA</b>	
TITLE	<b>OD</b>	<input type="checkbox"/> DELETE
NAME	<b>MCNEIL, JOHN D</b>	
STREET ADDRESS	<b>10 MCKENZIE AVE.</b>	
CITY-ST-ZIP	<b>TORONTO, ONTARIO, CANA</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>BAILEY, RICHARD B</b>	
STREET ADDRESS	<b>69 ATLANTIC AVE</b>	
CITY-ST-ZIP	<b>BOSTON MA</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<b>VD</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>E. JAMES PRIEUR</b>	
1.3 STREET ADDRESS	<b>19 CLOVELLY ROAD</b>	
1.4 CITY-ST-ZIP	<b>WELLESLEY, MA 02181</b>	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I 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 \_\_\_\_\_

CR2E034 (10/97)