

F 9700000 2123

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Genworth Administrators, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F97000002123

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alyssa Gair
(Name of Contact Person)

Sun Life Financial
(Firm/Company)

One Sun Life Executive Park, SC 1335
(Address)

Wellesley Hills, MA 02481
(City/State and Zip Code)

For further information concerning this matter, please call:

Alyssa Gair at (781) 446-3288
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F97000002123

(Document number of corporation (if known))

1. Genworth Administrators, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of) 3. 04/22/1997 (Date authorized to do business in Florida)

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SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 1, 2007

5. Sun Life Administrators (U.S.), Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

_____ (New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

_____ (New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael S. Bloom
(Typed or printed name of person signing)

Secretary
(Title of person signing)

Delaware

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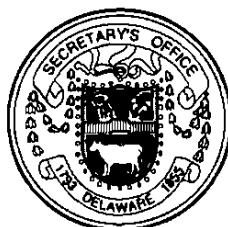
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GENWORTH ADMINISTRATORS, INC.", CHANGING ITS NAME FROM "GENWORTH ADMINISTRATORS, INC." TO "SUN LIFE ADMINISTRATORS (U.S.), INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2007, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF DECEMBER, A.D. 2007.

2531207 8100

071147427



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6100058

DATE: 10-24-07

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of

Genworth Administrators, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 1 " so that, as amended, said Article shall be and read as follows:

The name of the corporation is Genworth Administrators, Inc. until November 30, 2007. Effective December 1, 2007, the name of the Corporation shall be Sun Life Administrators (U.S.), Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 5 day of September, 2007.

By: 
Authorized Officer

Title: AVP & Sr. Counsel and Secretary

Name: Michael S. Bloom
Print or Type

State of Delaware
Secretary of State
Division of Corporations
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