

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-11-124)

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

Merrill Lynch Life Agency Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Merrill Lynch Life Agency Inc.

SECOND: The name which it elects to use in Rhode Island is Merrill Lynch  
Life Agency Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Washington

FOURTH: The date of its incorporation is March 10, 1975 and the period  
of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of  
which it is incorporated is 1218 3rd Ave. c/o CT Corporation System, Seattle,  
Washington 98101

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster  
Street, Providence, R. I. 02903 and the name of its proposed registered agent in  
Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of  
business in Rhode Island are

To engage primarily in and carry on the business of insurance  
agency as an agent for life insurance companies, including, but not  
limited to, soliciting and receiving applications for life, accident  
and health insurance, annuities and other kinds of insurance, collect-  
ing premiums, and doing other such acts as may be delegated to agents  
by insurance companies; and generally to transact and carry on all  
kinds of related agency businesses.

**EIGHTH:** The names and respective addresses of its directors and officers are:

Name	Office	Address
Daniel P. Tully	Director	1 Liberty Plaza, 165 Broadway, N.Y., N.Y. 10006
John V. Brull	Director	1 Liberty Plaza, 165 Broadway, N.Y., N.Y. 10006
Charles H. Ross, Jr.	Director	1 Liberty Plaza, 165 Broadway, N.Y., N.Y. 10006
Daniel C. Blom	Assistant Secretary	Park Place, Seattle, Washington 98101
R. Joseph Davis	Vice President	200 Summer Street, Stamford, Connecticut 06901
Daniel P. Tully	President	1 Liberty Plaza, 165 Broadway, N.Y., N.Y. 10006
Patrick F. Maher	Vice President	1 Liberty Plaza, 165 Broadway, N.Y., N.Y. 10006
John V. Brull	Secretary	1 Liberty Plaza, 165 Broadway, N.Y., N.Y. 10006
John V. Brull	Treasurer	1 Liberty Plaza, 165 Broadway, N.Y., N.Y. 10006
James T. Casserly	Asst. Secretary	1 Liberty Plaza, 165 Broadway, N.Y., N.Y. 10006
Frederick V. McCombs	Vice Pres.	205 W. Congress St., Detroit, Mich. 48226
Arthur H. Schomp	Vice Pres.	159 South St., Morristown, N.J. 07960

**NINTH:** The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
50,000	Common	- - -	\$1.00

**TENTH:** The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
\$500.00	Common	- - -	\$1.00

**ELEVENTH:** The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 500.00

**TWELFTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 0

**THIRTEENTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 2,000,000 in commission revenue.

**FIFTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 10,000.

**SIXTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 11, 1977

Merrill Lynch Life Agency, Inc.  
[Exact Corporate Name of Corporation Making Application]

By Patrick F. Maher  
Its Vice President  
and James J. Cassidy  
Its Assistant Secretary

STATE OF NEW YORK  
COUNTY OF NEW YORK

} Sc.

At 165 Broadway, New York in said County on the 11th day  
of January 1977, before me personally appeared Patrick F.  
Maher, who being by me first duly sworn, declared that  
he is ~~was~~ a Vice President of Merrill Lynch Life Agency, Inc.,  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Henry J. Stein Jr.  
Notary Public

HENRY J. STEIN, JR.  
Notary Public, State of New York  
No. 314620377  
Qualified in New York County  
Commission Expires March 30, 1977

JAN 21-77  $\frac{\text{SEC-OF}}{\text{STAT}} 102.00 \times *65.00$

JAN 21-77  $\frac{\text{SEC-OF}}{\text{STAT}} 103.00 \times *10.00$

JAN 21 1977

*leaf/21*

CONSENT TO USE OF NAME

Merrill Lynch, Pierce, Fenner & Smith  
Incorporated, a corporation  
organized under the laws of the State of Delaware, hereby consents to  
the organization ~~constitution~~ of Merrill Lynch Life Agency Inc.  
in the State of Rhode Island

IN WITNESS WHEREOF, the said Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
\_\_\_\_\_ has caused this consent to be executed by its Vice president  
and attested under its corporate seal by its Assistant secretary, this 11<sup>th</sup> day of  
January 1972

Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
By: Robert F. Maher  
Vice President

Attest:

James J. Cassidy  
Assistant Secretary

(SEAL)