

2-11-05

02-17-2005

TRA

ORDINATION



102943423

To the Director, U.S. Patent and

held original documents or copy thereof.

1. Name of conveying party(ies):

The Manufacturers Life Insurance Company (U.S.A.)

- Individual(s)
- General Partnership
- Corporation-Michigan
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  
 Yes  No

address of receiving party(ies):

Name: John Hancock Life Insurance Company (U.S.A.)

Street Address: 601 Congress Street

City: Boston State MA ZIP 02210

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 1, 2005

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Michigan
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached List A

B. Trademark Registration No.(s)

See attached List B

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Fitzpatrick, Cella, Harper & Scinto

30 Rockefeller Plaza

New York, New York 10112-3800

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved:

6 applications and 19 registrations

7. Total fee (37 CFR 3.41): . . . \$ 1,000

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

(Attach duplicate copy of this page if paying by deposit account):

01 FC:8521 40.00 DP  
02 FC:8522 600.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John W. Behringer  
Name of Person Signing

John W. Behringer Feb. 10 2005  
Signature Date

Total number of pages including cover sheet, attachments, and documents:

Refund Ref: 02/16/2005 ECDDPER 0000142351

CHECK Refund Total: \$360.00

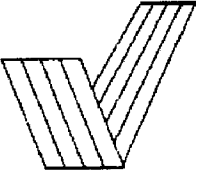
TRADEMARK  
REEL: 003122 FRAME: 0320

# LIST A

<u>MARK</u>	<u>APPLN NO.</u>	<u>APPLN. DATE</u>
COREPLUS	76/379,995	March 7, 2002
INDI(K)	76/507,054	April 11, 2003
BUNDLED SIMPLICITY - UNBUNDLED FLEXIBILITY	78/287,296	August 14, 2003
LIVING WELL IN RETIREMENT	78/287,410	August 14, 2003
I:WITHDRAWALS	78/290,610	August 21, 2003
T-PRO	78/358,552	January 28, 2004

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**LIST B**

<b><u>MARK</u></b>	<b><u>REG. NO.</u></b>	<b><u>REG. DATE</u></b>
VENTURE	1,502,489	August 30, 1988
	1,539,556	May 16, 1989
VENTURE VISION	1,838,834	June 7, 1994
VENTURE VANTAGE	2,193,848	October 6, 1998
CAN YOU AFFORD TO DREAM	2,251,481	June 8, 1999
ARE YOU READY FOR THE LONGEST VACATION OF YOUR LIFE	2,282,873	October 5, 1999
THE YEAR OF RETIREMENT	2,290,935	November 9, 1999
WE GIVE FINANCIAL PROFESSIONALS A LOT OF CREDIT	2,375,328	August 8, 2000
IMAGINE FINDING EVERYTHING YOU EVER WANTED...UNDER ONE ROOF	2,399,840	October 31, 2000
EVERYTHING YOU'VE EVER WANTED...UNDER ONE ROOF	2,401,866	November 7, 2000
SECURE PRINCIPAL PROGRAM	2,572,116	May 21, 2002
VENTURE VUL PROTECTOR	2,635,006	October 15, 2002
GUARANTEED EARNINGS MULTIPLIER	2,641,370	October 22, 2002
GEM	2,672,140	January 7, 2003
VENTURE III	2,695,099	March 11, 2003
VENTURE VUL ACCUMULATOR	2,753,690	August 19, 2003

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
VENTURE STRATEGY	2,795,271	December 16, 2003
I:EVALUATOR	2,805,514	January 13, 2004
I:CONTRIBUTORS	2,807,058	January 20, 2004

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State of Michigan  
Department of Labor & Economic Growth  
**CERTIFICATION OF ARTICLES OF  
INCORPORATION OR AMENDMENTS TO  
ARTICLES OF INCORPORATION**

Office of Financial & Insurance Services

P. O. Box 30220  
Lansing, MI 48909

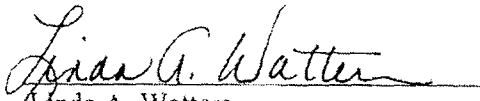
I, Linda A. Watters, Commissioner  
have examined the

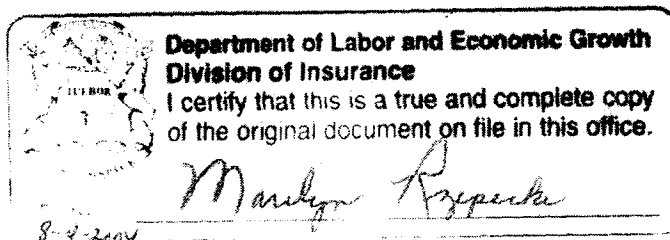
Amended Articles of Redomestication of  
THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)  
regarding a change of name to  
JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)  
to be effective January 1, 2005

and certify that the same is in accordance with the requirements  
of the act under which this company is organized.



Signed this 7<sup>th</sup> day of July, 2004,  
at Lansing, Michigan

  
Linda A. Watters  
Commissioner





STATE OF MICHIGAN

Attorney General's Department  
Lansing, Michigan

I **Hereby Certify**, That I have examined the

AMENDMENT TO ARTICLES OF REDOMESTICATION  
REGARDING NAME CHANGE OF THE MANUFACTURERS  
LIFE INSURANCE COMPANY (U.S.A.)

and find the same in accordance with the requirements of the statutes of  
the State of Michigan and not in conflict with the Constitution of this  
State.

Dated at Lansing, Michigan, this 30<sup>TH</sup> day of June 2004.

A handwritten signature in cursive script that reads "E. John Blanchard".

E. John Blanchard  
Assistant Attorney General

No. 819

**Amendment or Restatement of Michigan Articles of Incorporation** PAGE 1 of 2

Validation code: 96-11-88 25.00

Name of Corporation The Manufacturers Life Insurance Company (U.S.A.)		This corporation is organized under the provisions of Public Act 218 of 1956, as amended; Chapter 500														
Details about meeting where amendment vote was taken: Type of meeting (select one): <input type="checkbox"/> Annual <input checked="" type="checkbox"/> Special City meeting was held in: Wilmington, Delaware		The vote on amendments was: <table border="1"> <tr> <td></td> <td><i>In person</i></td> <td><i>By proxy</i></td> <td><i>Total</i></td> </tr> <tr> <td>Votes FOR</td> <td>0</td> <td>Unanimous</td> <td>Unanimous</td> </tr> <tr> <td>Votes AGAINST</td> <td>0</td> <td>0</td> <td>0</td> </tr> </table>				<i>In person</i>	<i>By proxy</i>	<i>Total</i>	Votes FOR	0	Unanimous	Unanimous	Votes AGAINST	0	0	0
	<i>In person</i>	<i>By proxy</i>	<i>Total</i>													
Votes FOR	0	Unanimous	Unanimous													
Votes AGAINST	0	0	0													

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)  
*Amending only-List article amended, and state the amendment.*  
*Amending & Restating-List article amended, and state the amendment, then restate articles including amendment.*

Article I of the Corporation's Articles of Redomestication is hereby amended as follows:

Article I

The name assumed by this corporation and by which it shall be known in law is:

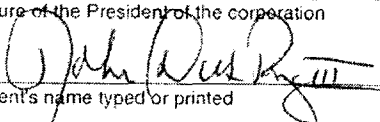
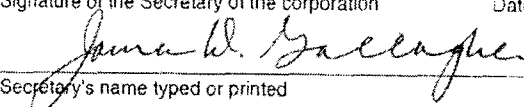
JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)

and its principal office for the transaction of business shall be in the City of Bloomfield Hills, State of Michigan.

DIVISION OF INSURANCE  
**RECEIVED**  
JUN 29 2004

**Corporate Certification**

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended. Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, details of which are described above.

Signature of the President of the corporation  President's name typed or printed John D. DesPrez III	Date Jun 22, 2004	Signature of the Secretary of the corporation  Secretary's name typed or printed James D. Gallagher	Date Jun 22, 2004
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Our web address is: www.cis.state.mi.us/ofis  
Our toll free phone number is: 1-877-999-6442

P.A. 218 of 1956 as amended requires submission of this form by domestic insurance corporations that intend to amend their articles of incorporation. Amendments are not approved until this form is filed with, and approved by, the Commissioner.

THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)

ASSISTANT SECRETARY'S CERTIFICATE

I, John H. Durfey, Assistant Secretary of THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.) ("the Company"), a corporation existing under the laws of the State of Michigan, hereby certify the attached document is a true copy of a document entitled "Action Taken by Unanimous Written Consent of Stockholders without Meeting" that records an action taken by the written consent of the sole stockholder of the Company on the 21<sup>st</sup> day of June, 2004.

GIVEN AND CERTIFIED at the City of Toronto, Province of Ontario, with the Common Seal of the Company hereto affixed by the undersigned having custody of same as the Assistant Secretary of the Company this 30<sup>th</sup> day of June, 2004.

THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)

By: John H. Durfey

Name: John H. Durfey

Title: Assistant Secretary

SUPERVISORY AFFAIRS &  
INSURANCE MONITORING

JUL 01 2004

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**THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.)**

**ACTION TAKEN BY UNANIMOUS WRITTEN  
CONSENT OF STOCKHOLDERS WITHOUT MEETING**

The undersigned, The Manufacturers Investment Corporation, being the holder of all issued and outstanding shares of The Manufacturers Life Insurance Company (U.S.A.) (the "Company") entitled to vote, hereby consent to the taking of, and hereby take the following actions, such action being stated in the form of voted resolutions and to have the same effect as if such voted resolutions were unanimously adopted at the special meeting of the stockholders of the corporation duly called and held on the date hereof at which all of the stockholders were present in person and acting throughout, but without actually holding such meeting, in accordance with MSA Section 21.200(407), to wit:

**APPROVAL OF NAME CHANGE**

**RESOLVED**, that subject to approval of the Michigan Office of Financial Insurance Services, the Articles of Redomestication of the Company be amended by changing the name of the Company from The Manufacturers Life Insurance Company (U.S.A.) to John Hancock Life Insurance Company (U.S.A.) and specifically, Article I of the Company's Articles of Redomestication (the "Articles") shall be amended to read in its entirety as follows:

**Article I**

"The name assumed by this corporation and by which it shall be known in law is:

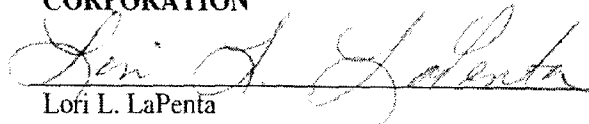
**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)**

and its principal office for the transaction of business shall be in the City of Bloomfield Hills, State of Michigan."

**FURTHER RESOLVED**, that the change of the Company's name shall take effect on the later of January 1, 2005 or the date approval of the revised Articles by the Michigan Office of Financial Insurance Services is received;

**DATED** the <sup>21<sup>st</sup></sup> day of June, 2004.

**THE MANUFACTURERS INVESTMENT  
CORPORATION**

  
Lofi L. LaPenta  
Secretary

**CERTIFIED COPY OF A BOARD RESOLUTION  
APPROVING NAME CHANGE**

JUN 23 2004

I, Kwong Yiu, Assistant Secretary of THE MANUFACTURERS LIFE INSURANCE COMPANY (U.S.A.) (the "Company"), a corporation existing under the laws of State of Michigan, hereby certify that the following is a true copy of a resolution adopted by the Company's Board of Directors at its meeting held on Wednesday, June 2<sup>nd</sup>, 2004, and the same has not been modified and remains in full force and effect as of the date of this Certificate:

**Approval of Name Change**

**RESOLVED**, that subject to approval of the stockholder and the Michigan Office of Financial Insurance Services, the Articles of Redomestication of the Company be amended by changing the name of the Company from The Manufacturers Life Insurance Company (U.S.A.) to John Hancock Life Insurance Company (U.S.A.) and specifically, Article I of the Company's Articles of Redomestication (the "Articles") shall be amended to read in its entirety as follows:

**Article I**

"The name assumed by this corporation and by which it shall be known in law is:

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)**

and its principal office for the transaction of business shall be in the City of Bloomfield Hills, State of Michigan."

**FURTHER RESOLVED**, that the change of the Company's name shall take effect on the later of January 1, 2005 or the date approval of the revised Articles by the Michigan Office of Financial Insurance Services is received;

**FURTHER RESOLVED**, that the change of the Company's name be recommended to the stockholder of the Company;

**FURTHER RESOLVED**, that on such date the change of the Company's name shall take effect, Article I of the By-laws of the Company shall be deleted in its entirety and replaced with the following:

**ARTICLE I - NAME**

This corporation shall be known as John Hancock Life Insurance Company (U.S.A.) (formerly The Manufacturers Life Insurance Company (U.S.A.)).

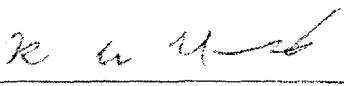
**FURTHER RESOLVED** that if any state requires the re-appointment of the Commissioner of Insurance or any other public official as attorney to accept service of process for (Company name) that such official is hereby so appointed,

**FURTHER RESOLVED**, that the President, the Chief Financial Officer, the Chief Administrative Officer, and the General Counsel and Secretary of the Company, or any one of them, be and hereby are, authorized and directed to file or caused to be filed with Michigan Office of Financial Insurance Services and any other official in the states in which the Company conducts business such Certificate of Amendment and any and all other documents including, but not limited, Application to amend the Company's Certificate of Authority, Consent to Service of Process, Appointment of Attorney to Accept Service of Process, and to take all such actions as he or she may deem necessary or appropriate to effectuate the change of the Company's name provided for in these resolutions.

**GIVEN AND CERTIFIED**, at the City of Toronto, Province of Ontario, with the Common Seal hereto affixed by the undersigned having custody of the same as Assistant Secretary of the Company, this 25<sup>th</sup> day of June 2004.

**THE MANUFACTURERS LIFE INSURANCE  
COMPANY (U.S.A.)**

By: \_\_\_\_\_

  
Assistant Secretary