

CERTIFICATE OF MERGER

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Shelby Cnty Judge of Probate, AL
04/15/2010 02:26:40 PM FILED/CERT

merging

John Hancock Life Insurance Company
and
John Hancock Variable Life Insurance Company
with and into
John Hancock Life Insurance Company (U.S.A.)

The undersigned insurer hereby certifies as follows:

FIRST: The name and state of incorporation of each constituent corporation of the merger is as follows:

John Hancock Life Insurance Company (U.S.A.), an insurer domiciled in Michigan;
John Hancock Life Insurance Company, an insurer domiciled in Massachusetts; and
John Hancock Variable Life Insurance Company, an insurer domiciled in Massachusetts.

SECOND: A Merger Agreement among each of the constituent corporations of the merger, dated December 9, 2009 (the "Merger Agreement") has been approved, adopted and executed by each of the constituent corporations in accordance with the requirements of the Michigan Insurance Code, MCL 500.7601 *et seq.*

THIRD: The surviving insurance company of the merger is **John Hancock Life Insurance Company (U.S.A.)**, an insurer domiciled in the State of Michigan.

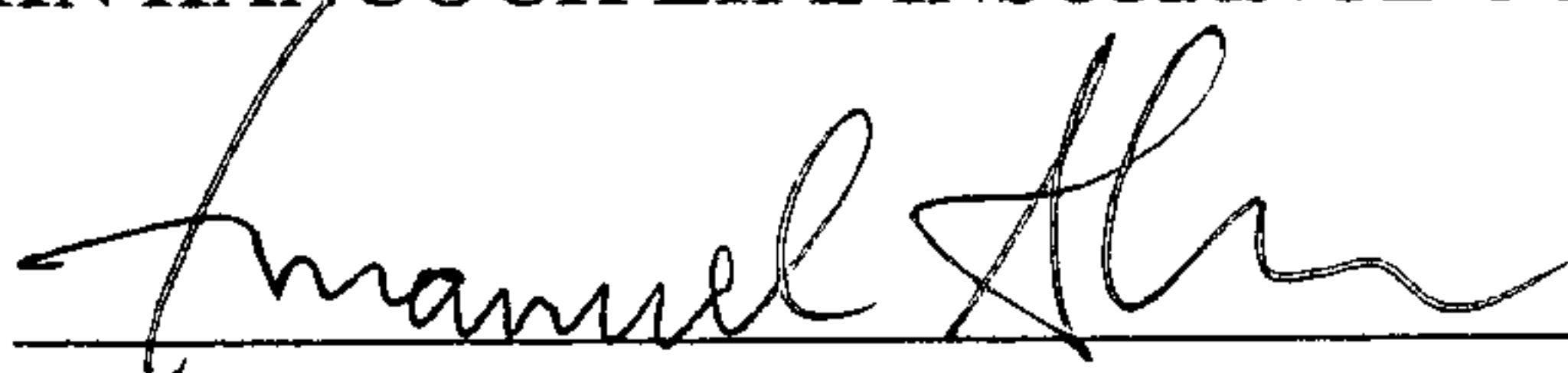
FOURTH: The executed Merger Agreement was filed with the Office of Financial & Insurance Regulation of the State of Michigan on December 15, 2009.

FIFTH: Pursuant to the terms of the Merger Agreement, the merger became effective at 11:59 p.m. on December 31, 2009.

SIXTH: A copy of the Merger Agreement and the Approval Orders issued by the Commissioner of the Michigan Office of Financial & Insurance Regulation and the Commissioner of the Massachusetts Division of Insurance are on file at the principal place of business of the surviving insurer at 601 Congress Street, Boston, Massachusetts 02210.

IN WITNESS WHEREOF, John Hancock Life Insurance Company (U.S.A.) has caused this certificate to be signed by an authorized officer as of the 31st day of December, 2009.

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

By: 

Emanuel Alves

Vice President, Counsel & Corporate Secretary



Department of Labor and Economic Growth
Division of Insurance
I certify that this is a true and complete copy
of the original document on file in this office.

Date: 1/19/2010

