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Office of the Corporate Secretary



MassMutual

The Blue Chip CompanySM



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Cook County Recorder

23.50

CERTIFICATE

The undersigned hereby certifies that she is Vice President, Secretary and Associate General Counsel of Massachusetts Mutual Life Insurance Company; that attached hereto is a true and correct copy of a Certificate of Reincorporation dated March 1, 1996 with respect to the merger of Connecticut Mutual Life Insurance Company with and into this Company; and that said Certificate remains in full force and effect.

Dated: December 21, 1998

Ann F. Lomeli

Ann F. Lomeli

WR Accommodation DEC 10F1

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CERTIFICATE OF REINCORPORATION

BE IT KNOWN THAT, WHEREAS, Massachusetts Mutual Life Insurance Company, a corporation organized and existing under the Laws of the Commonwealth of Massachusetts, and Connecticut Mutual Life Insurance Company, a corporation organized and existing under the Laws of the State of Connecticut, have filed an Agreement of Merger in this office, duly approved by the Commissioner of Insurance of the Commonwealth of Massachusetts, to merge Connecticut Mutual Life Insurance Company into Massachusetts Mutual Life Insurance Company, the surviving corporation, under the name of :

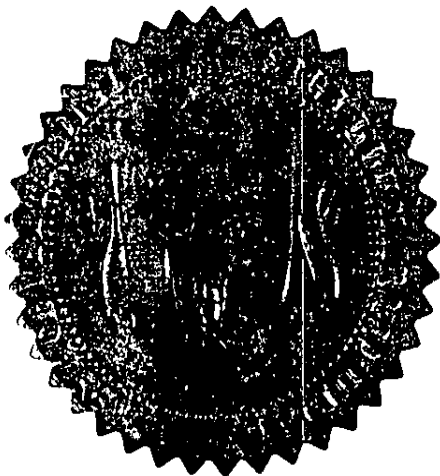
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

Said corporation shall be the continuation of the above and be subject to the benefit of all provisions of Chapter 175 of the General Laws of the Commonwealth of Massachusetts, and of all Acts in amendment thereof or in addition thereto.

NOW, THEREFORE, I, WILLIAM FRANCIS GALVIN, Secretary of the Commonwealth of Massachusetts, do hereby certify that the above-named Massachusetts Mutual Life Insurance Company and Connecticut Mutual Life Insurance Company are hereby merged into one corporation under the Laws of the Commonwealth of Massachusetts effective February 29, 1996, under the name of

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

with the powers, rights and privileges and subject to the limitations, duties and restrictions which by law appertain thereto.



WITNESS my official signature hereunto subscribed and the Great Seal of the Commonwealth of Massachusetts hereunto affixed this first day of March in the year of Our Lord one thousand nine hundred and ninety-six.

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth