

State of Idaho

Office of the Secretary of State

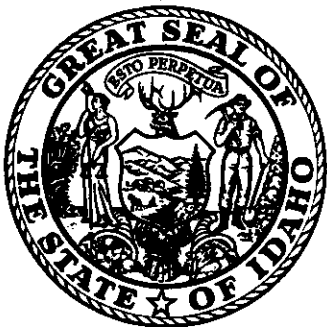
**CERTIFICATE OF AUTHORITY
OF
MML STRATEGIC DISTRIBUTORS, LLC**

File Number W 129553

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: September 26, 2013



Ben Yursa

SECRETARY OF STATE

By

Christina



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2013 SEP 26 PM 2:13

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

MML Strategic Distributors, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

921 S Orchard Street, Suite G, Boise, Idaho 83705

5. The street and mailing address of the limited liability company's principal office is:

1295 State Street, Springfield, MA 01111-0001

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

John Vaccaro

1295 State Street, Springfield, MA 01111-0001

8. The mailing address for future correspondence:

1295 State Street, Springfield, MA 01111-0001

9. Signature of a manager, member or authorized person.

Signature

Robert S. Rosenthal, VP, Chief Legal Officer & Secretary

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

09/26/2013 05:00

CK: NONE CT: 278665 DH: 1391667
1 @ 20.00 = 20.00 REGFORLLC # 2
1 @ 20.00 = 20.00 EXPDITE C # 3

IDAHO SECRETARY OF STATE

09/26/2013 05:00

CK: NONE CT: 278665 DH: 1391667
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W/129553

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MML STRATEGIC DISTRIBUTORS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5333717 8300

131091291

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0737812

DATE: 09-16-13