

State of Idaho

Office of the Secretary of State

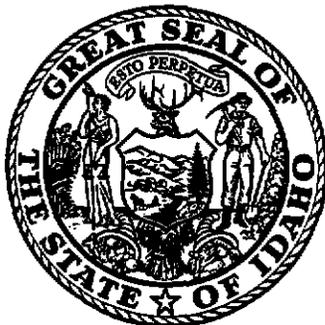
**CERTIFICATE OF AUTHORITY
OF
MERRILL LYNCH LIFE AGENCY INC.**

File Number C 184920

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 Business Corporation 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: October 23, 2009



Ben Yursa

SECRETARY OF STATE

By

Jinda McShany

09 OCT 23 PM 1:03

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit) (Instructions on Back of Application)

SECRETARY OF STATE STATE OF IDAHO

1686/0052072 14:32 2009/09/21

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- 1. The name of the corporation is: MERRILL LYNCH LIFE AGENCY INC.
2. The name which it shall use in Idaho is: MERRILL LYNCH LIFE AGENCY INC.
3. It is incorporated under the laws of: WASHINGTON
4. Its date of incorporation is: 3/10/1975
5. The address of its principal office is: 1700 MERRILL LYNCH DRIVE, 3RD FLOOR, PENNINGTON, NJ 08534
6. The address to which correspondence should be addressed, if different from item 5, is:
7. The street address of its registered office in Idaho is: CT CORPORATION SYSTEM and its registered agent in Idaho at that address is: 300 N 6TH STREET, BOISE, ID 83702
8. The names and respective business addresses of its directors and officers are:

Table with 3 columns: Name, Title, Business Address. Rows include DEBORAH J. ADLER (PRESIDENT), KATHLEEN M. GUNN (TREASURER), ANDREW BUCKLEE (D/O), and LORI M. SALVO (SVP/SECRETARY).

Dated: 8/13/09
Signature: [Handwritten Signature]
Typed Name: LORI M. SALVO
Capacity: SVP/SECRETARY
[The signer must be a director or an officer of the corporation.]

Customer Acct #:
(if using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE
10/23/2009 05:00
CK: 1285648 CT: 241671 BH: 1192472
1 @ 100.00 = 100.00 AUTH PRO # 2

C184920

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

MERRILL LYNCH LIFE AGENCY INC.

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 3/10/1975.

I FURTHER CERTIFY that as of the date of this certificate, MERRILL LYNCH LIFE AGENCY INC. remains active and has complied with the filing requirements of this office.

Date: October 9, 2009

UBI: 600-448-201



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State