

State of Idaho

Office of the Secretary of State

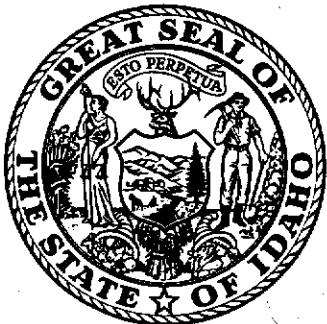
**CERTIFICATE OF AUTHORITY
OF
MML INVESTORS SERVICES, LLC**

File Number W 99227

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: January 4, 2011



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

11 JAN -4 PM 3:40

SECRETARY OF STATE STATE OF IDAHO

1. The name of the limited liability company is:

MML Investors Services, 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: Massachusetts

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

CT Corporation System 1111 West Jefferson, Suite 530, Boise, Idaho 83702

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:

1295 State Street, Springfield, MA 01111-0001

Street Address

1295 State Street, Springfield, MA 01111-0001

Mailing Address, if different

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

Michael Fanning

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, Authorized Person

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

01/04/2011 05:00

CK: 20492 CT: 20168 BH: 1253737

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W99227

**Attachment to Idaho
Member/Manager Information**

1	Full Name:	John Vaccaro
	Member/Manager:	Manager
	Business Address:	1295 State Street
	City:	Springfield
	State:	MA
	Zip Code:	01111-0001
2	Full Name:	Elaine Sarsynski
	Member/Manager:	Manager
	Business Address:	1295 State Street
	City:	Springfield
	State:	MA
	Zip Code:	01111-0001
3	Full Name:	Melissa Millan
	Member/Manager:	Manager
	Business Address:	100 Bright Meadow Blvd
	City:	Enfield
	State:	CT
	Zip Code:	06082
4	Full Name:	Michael Rollings
	Member/Manager:	Manager
	Business Address:	1295 State Street
	City:	Springfield
	State:	MA
	Zip Code:	01111-0001
5	Full Name:	Gregory Deavens
	Member/Manager:	Manager
	Business Address:	100 Bright Meadow Blvd.
	City:	Enfield
	State:	CT
	Zip Code:	06082
6	Full Name:	Kenneth M. Rickson
	Member/Manager:	Manager
	Business Address:	1295 State Street
	City:	Springfield
	State:	MA
	Zip Code:	01111-0001



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

January 3, 2011

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

MML INVESTORS SERVICES, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **January 1, 2011.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
MICHAEL FANNING, JOHN VACCARO, KENNETH RICKSON, ELAINE SARYNSKI, MELISSA MILLAN, MICHAEL ROLLINGS, GREGORY DEAVENS

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **MICHAEL FANNING, JOHN VACCARO, KENNETH RICKSON, ELAINE SARYNSKI, MELISSA MILLAN, MICHAEL ROLLINGS, GREGORY DEAVENS, MARK LAROSE, MARY S. BLOCK, WILLIAM F. MONROE JR., ROBERT S. ROSENTHAL, DOUGLAS RUSSELL, MARK VIVIANO**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **NONE**

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth



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