

Filing Fee \$50.00

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT  
TO THE  
CHARTER  
OF

178574

UNION INSURANCE COMPANY OF PROVIDENCE

and 7-1.1-53.1

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Charter:

FIRST: The name of the corporation is Union Insurance Company of Providence

SECOND: The shareholders of the corporation on May 19, 1994, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Charter:

[Insert Amendment(s)]

The first sentence of Section 5 of the Charter is deleted in its entirety, with the following language being substituted therefor:

Section 5. Capital Stock. The total number of shares of all classes of the capital stock which the Company has authority to issue is 1,750,000 of which 1,250,000 shares are common stock, of par value of \$6 per share, and of which 500,000 shares are serial preferred stock, of par value of \$10 per share.

STATE OF RHODE ISLAND  
OFFICE OF THE CLERK  
PROVIDENCE, RHODE ISLAND

FILED  
JUN 30 1994  
BY [Signature]  
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THIRD: The number of shares of the corporation outstanding at the time of such adoption was 880,000; and the number of shares entitled to vote thereon was 880,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If Inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Not applicable.	Only one class of stock is issued and outstanding. In any event, separate voting by class is restricted in the Company's Charter, and would not have been permitted with respect to this amendment.

FIFTH: The number of shares voted for such amendment was 873,100; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If Inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>

None. See response to Fourth paragraph, above.

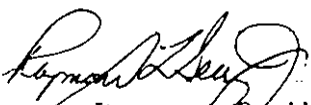

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

The amendment shall not affect the manner in which issued shares are exchanged, reclassified, or cancelled.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

See attached response.

Dated May 20, 1994

By   
Its President  
and   
Its Secretary

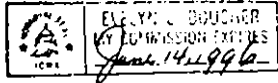
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STATE OF ~~RHODE ISLAND~~  
COUNTY OF POLK

} Sc.

At Des Moines, Iowa ..... in said county on this 20th ..... day of  
May ..... , 19 94 , personally appeared before me Raymond L.  
Geary ..... , who, being by me first duly sworn, declared that he is the  
President ..... of Union Insurance Company of  
Providence, a Rhode Island corporation,  
that he signed the foregoing document as President ..... of the  
corporation, and that the statements therein contained are true.

*Evelyn L. Boucher*  
Notary Public

(NOTARIAL SEAL)



ARTICLES OF AMENDMENT  
TO THE CHARTER OF  
UNION INSURANCE COMPANY OF PROVIDENCE

Response to Eighth Paragraph

The amendment effects a change in the amount of stated capital of the corporation by restating the par value of the corporation's currently authorized class of common stock from \$1 per share to \$6 per share, with such restatement applicable both to the issued and unissued shares of such class. Since the corporation's issued and outstanding capital stock currently consists of 880,000 of common stock with a per share par value of \$1, the corporation's current stated capital consists of \$880,000 (880,000 x \$1 per share). Upon the effectiveness of this amendment, the same 880,000 issued and outstanding shares of the corporation's common stock will have a per share par value of \$6 and, thus, the corporation's stated capital will equal \$5,280,000 (880,000 shares x \$6 per share). The amendment would have no effect upon the validity, rights or consideration paid for the currently issued and outstanding shares of the corporation's common stock.