

Reviewed and Approved by:

83057

Maury Alexander McLaughlin

Director/Insurance Commissioner
August 7, 2000

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
METROPOLITAN GENERAL INSURANCE COMPANY**

Metropolitan General Insurance Company [the "Corporation"], a corporation organized and existing under and by virtue of Section 7-1.1-1, the Rhode Island Business Corporation Act,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation adopted resolutions by unanimous written consent dated June 15, 2000, setting forth a proposed amendment to the Certificate of Incorporation, declaring said amendment to be advisable and calling a meeting of the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the amendment is as follows:

RESOLVED, that the Board of Directors finds that it is advisable to amend the Certificate of Incorporation to increase the par value of the authorized Common Stock of the Corporation in order to ensure compliance with the statutory minimum capital requirements of the various states. The par value of the Common Stock of the Company shall, therefore, be increased to Three Thousand Dollars [\$3,000.00] per share, by transferring from gross paid in and contributed surplus to capital paid in the sum of Five Hundred Thousand Dollars [\$500,000.00], making the total capital paid in Three Million Dollars [\$3,000,000.00].

RESOLVED, that Article FOURTH of the Certificate of Incorporation shall be duly amended in accordance with this resolution to state:

FOURTH: The total number of shares of stock which the corporation is authorized to issue is 1,000 shares of Common Stock of the par value of Three Thousand Dollars [\$3,000.00] per share, all of such shares to be of one and the same class.

SECOND: That thereafter, the sole shareholder of the Corporation by written consent in accordance with Section 7-1.1-30.3 of the Rhode Island Business Corporation Act consented to said amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 7-1.1-54 of the Rhode Island Business Corporation Act.

IN WITNESS WHEREOF, Metropolitan General Insurance Company has caused this Certificate to be signed, sealed and attested this 15th day of June, 2000.

[SEAL]

METROPOLITAN GENERAL INSURANCE COMPANY

Catherine A. Rein

Catherine A. Rein
President and Chief Executive Officer

ATTEST:

Richard W. Bernstein

Richard W. Bernstein
Secretary

00 JUN 15 9 27 AM '00
RECEIVED
STATE SECRETARY

FILED
AUG 22 2000
By *[Signature]*