

Reviewed and Approved By:

*Harry G. Hittner*

Harry G. Hittner  
February 9, 1995  
To Be Effective: 2/10/95

83039

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF**

RECORDED  
FEB 9 12:11 PM '95

FEB 9 1995  
*1659136506*

**METROPOLITAN GENERAL INSURANCE COMPANY**

[Pursuant to Section 242 of the General Corporation Law of the State of Delaware]

METROPOLITAN GENERAL INSURANCE COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation")

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of Metropolitan General Insurance Company adopted a resolution at a meeting held on October 29, 1993, approving the redomestication of Metropolitan General Insurance Company from the State of Delaware to the State of Rhode Island. The resolution setting forth the foregoing is as follows:

RESOLVED, after discussion by the Board of Directors, the Officers shall and are authorized, on behalf of Metropolitan General Insurance Company ["MetGen"], to take any and all steps necessary, to effectuate the redomestication of MetGen from the State of Delaware to the State of Rhode Island. Such authorization shall be effective as of the date a similar authorization is approved for its corporate parent.

RESOLVED, that the Administrative Office in Warwick, Rhode Island, as well as the address designated for forwarding any service of process, remain unchanged.

IT IS FURTHER RESOLVED that this redomestication is contingent upon all required regulatory approvals.

SECOND: That Metropolitan General Insurance Company desires to amend its Certificate of Incorporation by deleting PARAGRAPH SECOND of its existing Certificate of Incorporation in its entirety and substituting in lieu thereof a new PARAGRAPH SECOND to read as follows:

"The registered office of the Corporation in the State of Rhode Island is located at 700 Quaker Lane, in the City of Warwick, County of Kent. The name of the registered agent of the corporation at such address is Metropolitan Property and Casualty Insurance Company."

THIRD: That Metropolitan General Insurance Company further desires to amend its Certificate of Incorporation by deleting in its entirety any reference to the State of Delaware and substituting in lieu thereof the State of Rhode Island.

IN WITNESS WHEREOF, said Metropolitan General Insurance Company has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Daniel J. Cavanagh, its President and Chief Executive Officer, and Richard W. Bernstein, its Secretary, this 2nd day of December, 1994.

METROPOLITAN GENERAL INSURANCE COMPANY

By: *Daniel J. Cavanagh*  
Daniel J. Cavanagh  
President and Chief Executive Officer

ATTEST:

*Richard W. Bernstein*  
Richard W. Bernstein  
Secretary

[CORPORATE SEAL]

METROPOLITAN GENERAL INSURANCE COMPANY

CERTIFICATE OF INCORPORATION AND AMENDMENTS AND CHANGES

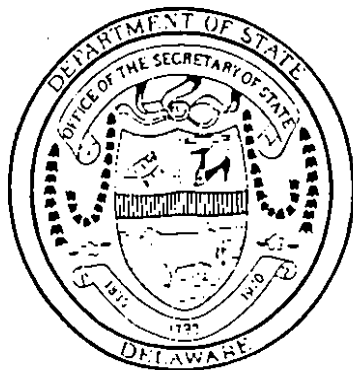
1. Initial June 30, 1980
2. Amendment August 2, 1982
3. Change of Location of Registered Office  
January 31, 1983
4. Change of Location of Registered Office  
April 11, 1984
5. Amendment October 22, 1984



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on June 30, 1980



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *M. Magnusen*

DATE: June 4, 1985