

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
METROPOLITAN GROUP PROPERTY AND
CASUALTY INSURANCE COMPANY**

83040

RECEIVED
SECRETARY OF STATE
CORPORATION DIV.
FEB 9 12 51 PM '95

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

FILED

FEB 9 1995

ME591365X

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

METROPOLITAN GROUP PROPERTY AND CASUALTY 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 Group Property and Casualty Insurance Company adopted a resolution at a meeting held on November 5, 1993, approving the redomestication of Metropolitan Group Property and Casualty 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 Group Property and Casualty Insurance Company ["Met Group P&C"], to take any and all steps necessary, to effectuate the redomestication of Met Group P&C 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 Group Property and Casualty 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 its registered agent at that address is Metropolitan Property and Casualty Insurance Company."

THIRD: That Metropolitan Group Property and Casualty 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 Group Property and Casualty 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 GROUP PROPERTY AND
CASUALTY INSURANCE COMPANY

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

ATTEST:

Richard W. Bernstein
Richard W. Bernstein
Secretary

[CORPORATE SEAL]