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*Maureen A. McLaughlin*

Director/Insurance Commissioner  
August 7, 2000

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

**METROPOLITAN DIRECT PROPERTY AND CASUALTY INSURANCE COMPANY**

Metropolitan Direct Property and Casualty 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 shares of authorized Common Stock of the Corporation, and to decrease 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 shares of the Common Stock of the Corporation shall, therefore, be increased from Eight Hundred [800] to One Thousand [1,000], and the par value of the Common Stock of the Corporation shall, therefore, be decreased from Three Thousand One-Hundred and Twenty-Five Dollars [\$3,125.00] to Three Thousand Dollars [\$3,000.00] per share, 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 Direct Property and Casualty Insurance Company has caused this Certificate to be signed, sealed and attested this 15<sup>th</sup> day of June, 2000.

METROPOLITAN DIRECT PROPERTY AND  
CASUALTY INSURANCE COMPANY

[SEAL]



Catherine A. Rein  
President and Chief Executive Officer

ATTEST:



Richard W. Bernstein  
Secretary

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RECEIVED  
JUN 15 2000  
STATE OF RHODE ISLAND

**FILED**

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