## CERTIFICATE OF AMENDMENT TO THE CHARTER OF FIRST GENERAL INSURANCE COMPANY

FIRST GENERAL INSURANCE COMPANY [the "Corporation"] is a corporation organized and existing under and by virtue of Section 7-1.1-1, the Rhode Island Business Corporation Act.

The Corporation, formed on May 24, 1949, with subsequent amendments to its Charter on August 16, 1951, April 25, 1952, September 30, 1952, November 25, 1953, November 9, 1954, March 28, 1955, April 19, 1956, August 15, 1956, December 20, 1957, July 14, 1958, August 6, 1958, September 17, 1958, December 31, 1959, January 11, 1965, October 4, 1972, November 2, 1973, June 22, 1983, and February 1, 1993,

## DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation adopted resolutions by unanimous written consent dated January 7, 1998, setting forth a proposed amendment to the Charter, 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 proposed amendment is as follows:

"RESOLVED, that, it being declared by the Board of Directors of the Corporation, the corporate name of the Corporation be, and hereby is, subject to appropriate regulatory and shareholder authority, changed to Metropolitan Direct Property and Casualty Insurance Company.

RESOLVED, that the Charter of the Corporation be, and hereby is, amended by deleting Paragraph 2 of its existing Charter in its entirety, and substituting, in lieu thereof, a new Paragraph 2 which shall read in its entirety as follows:

> The name of said company shall be Metropolitan Direct Property and Casualty Insurance Company.' "

SECOND: That thereafter the Sole Stockholder 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, First General Insurance Company has caused this Certificate to be signed, sealed and attested this 7th day of January, 1998.

FIRST GENERAL INSURANCE COMPANY

FILED

FEB 1 3 1998 CC#43

Daniel J. Ca√anagh

President and Chief Executive Officer

STATE OF RHODE ISLAND PT. BUSINESS REGULATION INSURANCE DIVISION

APPROVED

JAN 28 1998

Richard W. Berstein Secretary

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700 Quaker Lane, P.O. Box 350, Warwick, RI 02887 Tel 401 827-2660 Fax 401 827-2358

**⇔Met P&C** 

Richard W. Berstein Vice President, General Counsel and Secretary

February 18, 1998

The Honorable James Langevin Secretary of State 100 North Main Street Providence, Rhode Island 02903

Attention:

Maureen Ewing

Corporations Division

RE: First General Insurance Company

Charter Amendment

Dear Ms. Ewing:

I am writing in furtherance of the charter amendment of First General Insurance Company, to effect the change of its corporate name to Metropolitan Direct Property and Casualty Insurance Company. Please be advised that Metropolitan Property and Casualty Insurance Company fully consents to the use of the name Metropolitan Direct Property and Casualty Insurance Company by First General Insurance Company.

If you require anything further to complete this charter amendment, please do not hesitate to contact Maura Travers, of my staff. Ms. Travers may be reached directly at 827-2661. Thank you for your ongoing courtesy and assistance.

Sincerely,

Richard W. Berstein

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