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Richard W. Bernstein
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,

A handwritten signature in cursive script that reads "Richard W. Bernstein".

Richard W. Bernstein