

CERTIFICATE OF MERGER OF

TALCOTT OVERSEAS CAPITAL CORPORATION

INTO

JAMES TALCOTT, INC.

Under Section 905 of the Business Corporation Law

The undersigned, the President and Secretary, respectively, of JAMES TALCOTT, INC.; hereby certify:

1. The name of the subsidiary corporation to be merged is Talcott Overseas Capital Corporation ("TOCC"), a Delaware corporation. The name of the surviving corporation is James Talcott, Inc. ("JTI"), a New York corporation.

2. The total authorized capital stock of TOCC is 1,000 shares of Common Stock, par value \$10.00 per share, of which 100 shares are outstanding. JTI owns all of the 100 outstanding shares.

3. The certificate of incorporation of JTI was filed by the department of state of the State of New York on December 24, 1914.


4. The certificate of incorporation of TOCC was filed by the Secretary of State of the State of Delaware on February 2, 1971. No application for authority to do business in New York has been filed.

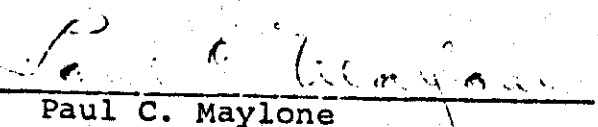
5. The Plan and Agreement of Merger providing for the merger of TOCC into JTI was adopted by the board of directors of JTI, the surviving corporation, on December 12, 1975.

6. The merger of TOCC into JTI is permitted by the laws of Delaware, the jurisdiction under which TOCC is incorporated, and is in compliance therewith.

IN WITNESS WHEREOF, we have signed this Certificate of Merger on the 30 day of January, 1976, and we affirm the statements contained herein as true, under penalties of perjury.

[SEAL]


Harvey M. Kelsey, Jr.
President
James Talcott, Inc.


Paul C. Maylone
Secretary
James Talcott, Inc.

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① TALCOTT OVERSEAS CAPITAL CORPORATION

INTO

② JAMES TALCOTT, INC.

Under Section 905 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

TAX: None
FILING FEE: 30

FILED FEB 13 1976

Michael S. ...
Secretary of State

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WHITE & CASE, ESQS.
14 Wall Street
New York, N.Y.

State of New York }
Department of State } ss.:

7350

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State
and that the same is a correct transcript of said original.*

Witness my hand and seal of the Department of State on

MAR 12 1976

Frank Mulino
Secretary of State

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