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CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
JAMES TALCOTT, INC.

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned hereby certify:

FIRST: The name of the Corporation is JAMES TALCOTT, INC.

SECOND: The date of filing of the Certificate of Incorporation of the Corporation by the Department of State of the State of New York was December 24, 1914.

THIRD: Part (I) of Article FOURTH of the Certificate of Incorporation of the Corporation is hereby amended by the addition of a new subdivision stating the number, designation, relative rights, preferences, and limitations of the shares of the new Series I-G 5½% Cumulative Preferred Stock as fixed by the Board of Directors of the Corporation, which subdivision shall read in its entirety as follows:

"SERIES I-G. 5½% CUMULATIVE PREFERRED STOCK

"The number of shares of which the Series I-G 5½% Cumulative Preferred Stock (hereinafter called the "Series I-G Preferred Stock") shall consist is 12,953 shares, having a par value of \$50 each.

"1. The Series I-G Preferred Stock shall entitle the holders thereof to receive out of the net profits or surplus of the Corporation and the Corporation shall be bound to pay thereon, cumulative cash dividends from July 1, 1967, at the rate of \$2.75 per share per annum, payable quarterly on the first days of January, April, July and October in each year, as and when declared by the Board of Directors, before any dividends are declared, paid or set aside on any junior stock. If any quarterly dividend on the Series I-G Preferred Stock shall have become due and payable and shall not have been fully paid or any sum required to have been set aside as a sinking fund for the Series I-G Preferred Stock shall not have been set aside, no dividend shall be declared or paid on any junior stock until such unpaid dividend has been fully made up and paid, but without interest, and all arrears in such sinking fund requirement shall have been made good. The holders of the Series I-G Preferred Stock shall not be entitled to any share in the earnings or profits of the Corporation other than or in excess of that hereinabove provided.

"2. In the event that the Board of Directors of the Corporation shall propose the taking of any action (other than a change in the provisions of the Series I-G Preferred Stock with respect to dividends, conversion rights, sinking fund payments or payments in liquidation or redemption) which pursuant to this Certificate of Incorporation or the law of the State of New York requires the consent or favorable vote of the holders of a certain percentage of the shares of the Series I-G Preferred Stock voting as a separate class, or of a certain percentage of two or more series of the Preferred Stock of the Corporation (including the Series I-G Preferred Stock) voting as a class, and the holders of such requisite percentage fail to consent to or vote in favor of such action in

the manner requested by the Board of Directors (either at a meeting called for that purpose or by consents in writing), then, the Corporation may at its option at any time on not less than 15 days' notice as hereinafter provided, redeem all or any part of the shares of the Series I-G Preferred Stock the holders of which did not consent to or vote in favor of such proposed action, at a redemption price equal to \$50 per share, together with all accrued and unpaid cumulative dividends thereon (whether or not declared or earned) to the date fixed for redemption.

"At least 15 days' prior written notice shall be given to the holders of record of the shares so called for redemption, which notice shall be given by mail, addressed to the record holders thereof at their respective addresses as shown on the books of the Corporation. Said notice shall specify the shares called for redemption, the redemption price and the place at which and the date on which the shares called for redemption will, upon presentation and surrender of the certificates of stock evidencing such shares, be redeemed and the redemption price therefor paid. Such notice of redemption having been duly given in the manner above provided or irrevocable written instructions having been given by the Corporation to the Transfer Agent to cause such notice of redemption to be mailed in the manner above provided, the funds necessary for such redemption shall on or before the redemption date be set aside and shall be and shall continue to be available therefor; and upon such setting aside of such funds, notwithstanding that any certificates of Series I-G Preferred Stock so called for redemption shall not have been surrendered for such purpose, the right of the holders thereof to receive dividends thereon shall cease and thereafter the holders of such stock shall have no right in or with respect to the Corporation, its assets or business, other than to receive, upon surrender of the certificate or certificates of such stock, the redemption price plus all accrued and unpaid dividends to the date fixed for redemption, without interest, or to convert their shares, up to the close of business on the third business day prior to the date fixed for redemption, into Common Stock pursuant to section 7.

"All shares of Series I-G Preferred Stock to be redeemed either at the option of the Corporation pursuant to this section 2 or pursuant to the sinking fund shall be redeemed in the manner prescribed by the Corporation except that in respect of redemptions pursuant to the sinking fund there shall be so redeemed from each registered holder then owning in excess of 1% of the outstanding shares of Series I-G Preferred Stock, in whole shares, as nearly as practicable to the nearest share, that proportion of all of the shares to be redeemed which the number of shares held of record by such holder bears to the total number of the shares of Series I-G Preferred Stock at the time outstanding.

"3. On or before March 31 of each of the years 1972 through 1976, both inclusive, the Corporation shall, so long as any shares of Series I-G Preferred Stock remain outstanding, set apart out of its funds lawfully available for such purpose (or to the extent that the same are available therefor) as a sinking fund for the retirement of Series I-G Preferred Stock that sum in cash which shall be sufficient to redeem at a price equal to \$50 per share, together with all accrued and unpaid cumulative dividends thereon (whether or not declared or earned) to the date fixed for such retirement, the lesser of (i) 2,600 shares of Series I-G Preferred Stock or (ii) the total number of shares of Series I-G Preferred Stock at the time outstanding; provided, however, that the Corporation shall not be required to set apart as a sinking fund for the retirement of Series I-G Preferred Stock any sum in excess of the sum which it may set aside pursuant to the provisions of any loan or note agreement or indenture to which it is a party, as in effect on June 1, 1967. The amount so set apart for the sinking fund for each of such years shall be applied by the Corporation on the respective dates aforesaid to the redemption (upon the notice specified in section 2 hereof) of the above number of shares of Series I-G Preferred Stock. The obligation of the Corporation to set apart such sum or sums shall be cumulative so that if the full amount required to be set apart as aforesaid in each such year for the sinking fund shall not be so set apart, the deficiency shall be made good thereafter as soon as funds become available therefor.

"4. In case of the liquidation, dissolution or other winding up of the Corporation, the holders of the Series I-G Preferred Stock shall be entitled to receive, before any amount shall be paid to

the holders of Common Stock or any other stock ranking junior to the Series I-G Preferred Stock, \$50 per share plus a sum of money equivalent to all accrued and unpaid dividends thereon to the date of such payment. The holders of Series I-G Preferred Stock shall not be entitled to any further or greater share of the assets of the Corporation upon liquidation, dissolution, winding up or other distribution of assets than is hereinabove provided.

"5. Each holder of Series I-G Preferred Stock shall be entitled to one vote for each share held and, except as otherwise provided by law, the Series I-G Preferred Stock, any other series of Preferred Stock having general voting rights and the Common Stock of the Corporation shall vote together as one class at every meeting of the Corporation.

"6. The consent of the holders of not less than two-thirds of the shares of Series I-G Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at a meeting called for the purpose, at which the Series I-G Preferred Stock shall vote separately as a series, shall be necessary to effect or validate any one or more of the following:

(a) The authorization or issuance of any stock of the Corporation which shall have any preference over the Series I-G Preferred Stock;

(b) The sale of the franchises and property of the Corporation pursuant to Section 909 of the New York Business Corporation Law; or the consolidation or merger of the Corporation with any other corporation unless the Corporation is the continuing corporation.

"7. (a) Any share or shares of Series I-G Preferred Stock may be converted prior to April 1, 1972 at the option of the holder thereof, in the manner hereinafter provided, into full-paid and non-assessable shares of Common Stock; provided, however, that (i) as to any shares of Series I-G Preferred Stock which shall have been called for redemption, the right of conversion shall terminate at the close of business on the third business day prior to the date fixed for redemption, and (ii) on any liquidation of the Corporation the right of conversion shall terminate at the close of business on the third business day before the date fixed for the initial payment of distributable amounts on the Series I-G Preferred Stock.

(b) The conversion rate shall be 2.0833 shares of Common Stock for each share of Series I-G Preferred Stock, subject to adjustment as hereinafter provided.

(i) In case at any time shares of Common Stock outstanding shall be combined into a lesser number of shares, whether by reclassification, recapitalization, reduction of capital stock or otherwise, the conversion rate shall be proportionately decreased.

(ii) In case the shares of Common Stock at any time outstanding shall be subdivided, by reclassification, recapitalization or otherwise (including the issuance of shares of Common Stock as a dividend on the Common Stock), into a greater number of shares without the actual receipt by the Corporation of any consideration for the additional number of shares so issued, the conversion rate shall be proportionately increased.

(c) Any conversion rate determined or adjusted as herein provided shall remain in effect until further adjustment as required herein. Upon each adjustment of the conversion rate a written instrument signed by an officer of the Corporation, setting forth such adjustment and the computation and a summary of the facts upon which it is based, shall forthwith be filed with the Transfer Agent for the Series I-G Preferred Stock and made available for inspection by the holders of such stock, and any adjustment so evidenced, made in good faith, shall be binding upon all such holders and upon the Corporation. Upon any conversion, fractional shares shall not be issued but any fractions shall be adjusted in cash, unless the Board of Directors of the Corporation shall determine to adjust them by the issue of fractional scrip certificates or in some other manner. Upon any conversion, no adjustment shall be made for dividends on the Series I-G Preferred Stock surrendered for conversion or on the Common Stock delivered. The Corporation shall pay all issue taxes, if any, incurred in respect of the issue of the Common Stock on conversion, provided, however, that

the Corporation shall not be required to pay any transfer or other taxes incurred by reason of the issuance of such Common Stock in names other than those in which the Series I-G Preferred Stock converted may stand.

(d) Any conversion of Series I-G Preferred Stock into shares of Common Stock shall be made by the surrender to the Corporation, at the office of any Transfer Agent for the Series I-G Preferred Stock, of the certificate or certificates representing the share or shares of Series I-G Preferred Stock to be converted, duly endorsed or assigned (unless such endorsement or assignment be waived by the Corporation), together with a written request for conversion.

(e) All shares of Series I-G Preferred Stock which shall have been converted as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall forthwith cease and determine except only the right of the holders thereof to receive Common Stock in exchange therefor.

(f) In case of any reclassification or change of outstanding shares of Common Stock of the class issuable upon conversion of the shares of Series I-G Preferred Stock (including any such reclassification or change in connection with any merger to which the Corporation is a party and in which the Corporation is the continuing corporation), the holder of each share of Series I-G Preferred Stock then outstanding shall have the right thereafter to receive upon the conversion of such share such kind and amount of shares of stock and other securities and property receivable, upon such reclassification or change, by a holder of the number of shares of Common Stock (whole or fractional) of the Corporation into which such share of Series I-G Preferred Stock might have been converted had such conversion occurred immediately prior to such reclassification or change; provided that effective provision shall be made, in the charter of the corporation or otherwise, so that in the opinion of the Board of Directors of the Corporation, the provisions set forth herein for the protection of the conversion rights of the Series I-G Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the Series I-G Preferred Stock remaining outstanding. In case of any consolidation or merger to which the Corporation is a party and in which the Corporation is not the continuing corporation, or in case of any sale or conveyance to another corporation of the property of the Corporation as an entirety or substantially as an entirety, the holder of each share of Series I-G Preferred Stock then outstanding shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable, upon such consolidation, merger, sale or conveyance, by a holder of the number of shares of Common Stock (whole or fractional) of the Corporation into which such share of Series I-G Preferred Stock might have been converted had such conversion occurred immediately prior to such consolidation, merger, sale or conveyance; provided that effective provision shall be made, in the charter of the successor corporation or otherwise, so that in the opinion of the Board of Directors of the Corporation, the provisions set forth herein for the protection of the conversion rights of the Series I-G Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the Series I-G Preferred Stock remaining outstanding; and provided, further, that any such successor corporation shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, securities or property as the holders of shares of the Series I-G Preferred Stock remaining outstanding, shall be entitled to receive pursuant to the provisions hereof, and to make provision for the protection of the conversion right as above provided. In case securities or property other than Common Stock shall be issuable or deliverable upon conversion as aforesaid, then all references in this section 7 shall be deemed to apply, so far as appropriate and as nearly as may be, to such other securities or property.

(g) A number of shares of the authorized Common Stock sufficient to provide for the conversion of the Series I-G Preferred Stock outstanding upon the basis hereinbefore provided shall at all times be reserved for such conversion. If the Corporation shall propose to make any change in its capital structure which would change the number of shares of Common Stock into which

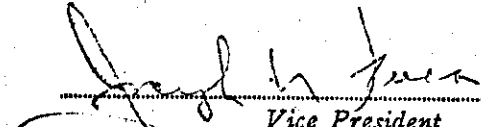
each share of the Series I-G Preferred Stock shall be convertible as herein provided, the Corporation shall at the same time also make proper provision so that thereafter there shall be a sufficient number of shares of Common Stock authorized and reserved for conversion of the outstanding Series I-G Preferred Stock on the new basis.

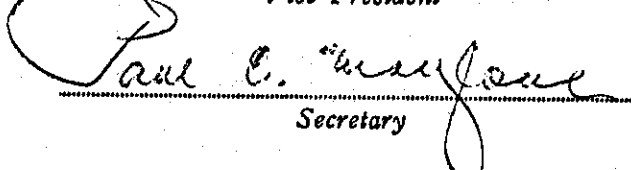
"8. Except with the consent of the holders of all of the shares of Series I-G Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at a meeting called for the purpose, the Corporation shall not purchase or redeem (otherwise than pursuant to the first paragraph of section 2) less than all of the Series I-G Preferred Stock at the time outstanding unless all dividends on such stock for all past quarter-yearly dividend periods shall have been paid or declared and a sum sufficient for the payment thereof set apart.

"9. As used herein the term "junior stock" shall mean the Common Stock and any other class of stock of the Corporation hereafter authorized which shall rank junior to the Series I-G Preferred Stock."

FOURTH: The foregoing amendment of the Certificate of Incorporation was authorized by the Board of Directors of the Corporation at a meeting duly held on May 22, 1967.

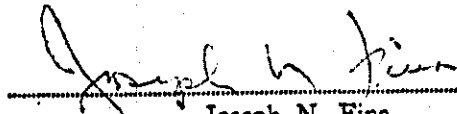
IN WITNESS WHEREOF, this Certificate has been signed this 6th day of June, 1967.


Vice President

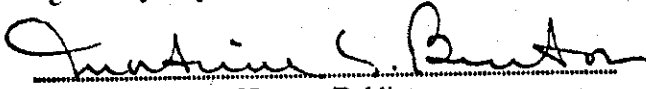

Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

JOSEPH N. FINA, being duly sworn, deposes and says that he is a Vice President of JAMES TALCOTT, INC., the corporation mentioned and described in the foregoing instrument; that he has read and signed the same and that the statements contained therein are true.


Joseph N. Fina

Sworn to before me this
6th day of June, 1967.


Notary Public
MORTIMER L. BURTON
NOTARY PUBLIC, STATE OF NEW YORK
No. 39-0515301
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1969

State of New York }
DEPARTMENT OF STATE } ss.:

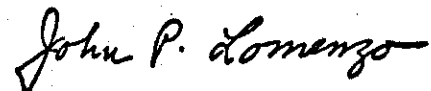
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I CERTIFY That I have compared the preceding
copy with the original Certificate of Amendment of Certificate of Incorporation
of

JAMES TALCOTT, INC.,

filed in this department on the 7th day of June, 1967, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this seventeenth day
of July, one thousand nine hundred
sixty-seven.


Secretary of State