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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-H 6¼% Cumulative Preferred Stock as fixed by the Board of Directors of the Corporation, which subdivision shall read in its entirety as follows:

SERIES I-H. 6¼% CUMULATIVE PREFERRED STOCK

The number of shares of which the Series I-H 6¼% Cumulative Preferred Stock (hereinafter called the "Series I-H Preferred Stock") shall consist is 6,000 shares, having a par value of \$50 each.

1. The Series I-H 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 \$3.125 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-H 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-H 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-H 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. Except as hereinafter provided, the Series I-H Preferred Stock may be redeemed in whole or in part at the option of the Corporation at any time or times on not less than 30 days' notice as hereinafter provided, by the payment in cash for each share of stock to be redeemed of \$53.125 if redeemed on or before October 1, 1970, \$52.375 if redeemed thereafter and on or before October 1, 1971, \$51.625 if redeemed thereafter and on or before October 1, 1972, \$50.875 if redeemed thereafter and on or before October 1, 1973, and \$50.125 if redeemed thereafter, plus in any such case a sum of money equivalent

to all accrued and unpaid dividends thereon to the date fixed for redemption; provided, however, that the redemption price of the Series I-H Preferred Stock which is redeemed by application of monies in the sinking fund hereinafter provided for shall at all times be \$50 per share plus a sum of money equivalent to all accrued and unpaid dividends thereon to the date fixed for redemption.

At least 30 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. The Corporation shall also cause such notice to be published at the expense of the Corporation once each week for two successive weeks in at least one newspaper of general circulation in The City of New York, New York, the first of which publications shall be not later than 30 days nor more than 45 days prior to the date fixed for such redemption. The two publications need not be in the same newspaper. Said notice, so mailed and published, 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 and published 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-H 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. Notwithstanding anything hereinabove provided, no publication of any notice of redemption shall be required at any time when the number of registered holders of the Series I-H Preferred Stock is less than 25.

All shares of Series I-H Preferred Stock to be redeemed at the option of the Corporation and pursuant to the sinking fund shall be selected pro rata, and there shall be so redeemed from each registered holder 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 bear to the total number of the shares of Series I-H Preferred Stock at the time outstanding.

3. On or before October 1 of each of the years 1970 through 1974, both inclusive, the Corporation shall, so long as any shares of Series I-H 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-H Preferred Stock that sum in cash which shall be sufficient to redeem at a price per share 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) 1,200 shares of the Series I-H Preferred Stock or (ii) the total number of shares of Series I-H 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-H 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 the date hereof. The amount so set apart for the sinking fund for each of such years shall be applied by such 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-H 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-H 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-H Preferred Stock, (i) if such liquidation, dissolution or winding up be voluntary, an amount equal to the amount which would be required to be paid at that time upon the redemption thereof otherwise than through the sinking fund or (ii) if such liquidation, dissolution or winding up be involuntary, \$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-H 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. At any time when there shall be any quarterly dividend upon the Series I-H Preferred Stock which has remained unpaid for so long as one year or any sum required to have been set aside as a sinking fund for the Series I-H Preferred Stock shall not have been set aside, then in either such event the Series I-H Preferred Stock shall be entitled to voting rights and powers equal to the voting rights and powers of the Common Stock, share for share, that is one vote for each share, except that in any election of directors held during such time the holders of Series I-H Preferred Stock, together with the holders of shares of each other series of the Preferred Stock not having general voting rights and then having voting power for the election of directors (if any), present in person or by proxy, shall vote only as a class and as such class shall have the right to elect one-third of the directors of the Corporation, and the holders of such stock of any series, so present, shall constitute a quorum of such class; and the other two-thirds of the directors shall be elected by the holders of the Common Stock and the holders of the series of Preferred Stock having general voting rights. Except at a time when there is any unpaid quarterly dividend upon such Series I-H Preferred Stock which has remained unpaid for a period of one year or any failure to set aside a sum as a sinking fund for the Series I-H Preferred Stock and except as otherwise hereinafter in sections 6 and 8 provided and to the extent not inconsistent therewith, the holders of such stock shall not be entitled to vote at any election of directors or upon any matter whatsoever, at any meeting of the stockholders of the Corporation or otherwise.

6. The consent of the holders of not less than two-thirds of the shares of Series I-H 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-H 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-H Preferred Stock;

(b) The issuance of any Preferred Stock of the Corporation unless:

(i) the average Consolidated Net Earnings of the Corporation during any three consecutive 12-month periods within the 42-month period immediately preceding the issuance of such Preferred Stock shall be at least two and one-half times, and during any 12-month period within the 18-month period immediately preceding the issuance of such Preferred Stock shall be at least three times, the sum of the annual dividends on all the Preferred Stock then issued and outstanding (and not to be retired in connection with the issuance of such Preferred Stock) and the annual dividends on the Preferred Stock proposed to be issued;

(ii) the Adjusted Consolidated Net Worth of the Corporation, as determined by its Board of Directors, based upon the last annual financial statement certified by independent public accountants (adjusted to include in assets the estimated net proceeds of the Preferred Stock to be issued) is not less than 300% of the par value of the Preferred Stock which will then be outstanding, including the Preferred Stock to be issued; and

(iii) the Corporation shall then or theretofore have paid or declared and set apart for payment all accrued and unpaid dividends on all then outstanding shares of Preferred Stock and shall have deposited or applied all moneys which the Corporation shall have been required to deposit or apply (without giving effect to the proviso contained in section 3) with respect to

the mandatory redemption or retirement of any then outstanding shares of Preferred Stock of any series;

(c) 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 resulting corporation will have no stock or other securities, either authorized or outstanding, ranking prior to or on a parity with the Series I-H Preferred Stock, except the same number of shares of stock and the same amount of other securities with the same preferences, privileges and voting powers as the stock and securities of the Corporation, authorized and outstanding immediately before such merger or consolidation;

(d) Any change in the par value of the Series I-H Preferred Stock, or any amendment, alteration or repeal of any of the provisions of the Certificate of Incorporation of the Corporation in any manner which will affect adversely the preferences, privileges or voting powers of the Series I-H Preferred Stock;

(e) The creation, incurring, assumption or guaranty by the Corporation or its Subsidiaries of an aggregate principal amount of Indebtedness for borrowed money at any time outstanding in excess of 855% of the then Adjusted Consolidated Net Worth of the Corporation.

7. So long as any of the Series I-H Preferred Stock remains outstanding, no dividends shall be declared or paid nor any distribution made on any junior stock other than a dividend payable in junior stock, nor shall any shares of any junior stock be acquired for a consideration by the Corporation unless after giving effect to any such dividend or distribution on, or such acquisition of, any junior stock,

(i) the aggregate payments for all such purposes subsequent to December 31, 1965 would not exceed a sum equal to (a) consolidated net income determined in accordance with sound accounting practice earned subsequent to December 31, 1965, plus (b) \$5,500,000, plus (c) the net cash proceeds of the sale of shares of junior stock consummated subsequent to December 31, 1965; and

(ii) Adjusted Consolidated Net Worth as determined by the Board of Directors of the Corporation, based upon the last annual financial statements certified by independent public accountants, is not less than an amount equal to 260% of the par value of the Preferred Stock then outstanding.

8. Except with the consent of the holders of all of the shares of Series I-H 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 (whether out of the sinking fund or otherwise) less than all of the Series I-H 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. The following terms, as used herein, shall have the following meanings:

The term "Adjusted Consolidated Net Worth of the Corporation" shall mean the excess, after eliminating all portions of net worth properly allocable to minority interests in Subsidiaries, of the ~~assets~~ of the Corporation and its Subsidiaries, on a consolidated basis (after deducting all (i) appropriate depreciation and other reserves, (ii) Funded Debt discount and expense, and (iii) good will and other intangible assets), over all Indebtedness and liabilities of the Corporation and its Subsidiaries, on a consolidated basis (other than capital stock and surplus of the Corporation and its Subsidiaries, on a consolidated basis), all determined in accordance with good accounting practice.

The term "Indebtedness" shall mean (i) all indebtedness, obligations and liabilities which in accordance with sound accounting practice would be included on the liability side of a balance sheet as at the date as of which Indebtedness is to be determined, (ii) all indebtedness, obligations and liabilities secured by any mortgage, pledge or lien existing on property owned subject to such mortgage, pledge or lien, whether or not such indebtedness, obligations or liabilities have been assumed, and (iii) all guaranties (whether by discount or otherwise), endorsements (other than for collection or deposit in the ordinary course of business) and other contingent obligations in respect of, or to

purchase or otherwise acquire or become liable upon, indebtedness, obligations or liabilities of others, except that

(x) commitments, entered into in the ordinary course of business, to purchase receivables of a customer shall not be deemed to constitute indebtedness, obligations or liabilities unless and until the commitment becomes firm by reason of its terms or by reason of the acquisition of the receivables (with consequent liability to pay the purchase price) or otherwise, and

(y) guaranties, entered into in the ordinary course of business, of the credit of a customer shall not be deemed to constitute indebtedness, obligations or liabilities unless and until the guaranty becomes firm by reason of its terms or by reason of shipment to such customer or otherwise.

The term "Funded Debt" shall mean all Indebtedness maturing more than one year from the date of the creation thereof and all Indebtedness renewable or extendible by the terms thereof to a date more than one year from the date of the creation thereof.

The term "Consolidated Net Earnings of the Corporation" shall mean the net income of the Corporation and its Subsidiaries on a consolidated basis, determined in accordance with sound accounting practice.

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-H Preferred Stock.

The term "Subsidiary" shall mean any corporation, association or other business entity more than a majority (by number of votes) of either the Voting Stock or the Common Stock of which is at the time owned or controlled, directly or indirectly, by the Corporation and/or by one or more of its Subsidiaries.

The term "Voting Stock" shall mean stock of any class or classes (however designated) the holders of which are at the time entitled to vote for the election of a majority of the directors (or persons performing similar functions) of the corporation, association or other business entity, whether or not the right so to vote exists by reason of the happening of a contingency.

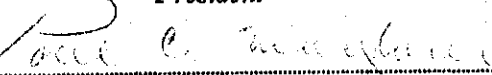
The term "Common Stock" shall mean stock of any class or classes (however designated) other than Preferred Stock the holders of which are ordinarily and generally, in the absence of contingencies, entitled to vote for the election of a majority of the directors (or persons performing similar functions) of the corporation, association or other business entity, even though the right so to vote has been suspended by the happening of such a contingency.

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 August 28, 1967.

IN WITNESS WHEREOF, this Certificate has been signed this 11th day of September, 1967.



President




Secretary

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

KENNETH B. WACKMAN, being duly sworn, deposes and says that he is 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.


Kenneth B. Wackman

Sworn to before me this
11th day of September, 1967.


Notary Public

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

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

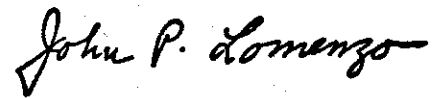
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I CERTIFY That I have compared the preceding
copy with the original Certificate of Amendment of Certificate of Incorporation
of

JAMES TALCOTT, INC.,

filed in this department on the 13th day of September, 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 twenty-seventh day
of September, one thousand nine hundred
sixty-seven.


Secretary of State