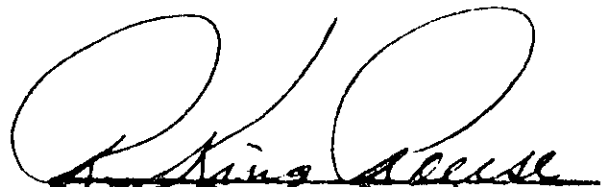


CERTIFICATE WITH RESPECT TO ACTION OF STOCKHOLDERS
OF
CAROLINA GENERAL LIFE INSURANCE COMPANY

I, R. King Rouse, secretary of Carolina General Life Insurance Company, a corporation organized under the laws of the State of South Carolina, hereby certifies that the agreement of consolidation to which this certificate is attached, entered into and signed by all of the directors of said corporation and all of the directors of Estate Life Insurance Company of America, was submitted to the stockholders of Carolina General Life Insurance Company at a separate meeting thereof, duly called for the purpose of taking the said agreement of consolidation into consideration, notice of the time, place and object of said meeting having been duly given by publication and a copy of such notice having been duly mailed to each stockholder as provided by law; that said stockholders meeting was held on Wednesday, June 11th, 1958 at 12:00 o'clock noon at the principal office of said corporation, 1922 Augusta Street, Greenville, South Carolina, that at said stockholders meeting, said agreement of consolidation was read and considered and a vote by ballot was taken for the adoption or rejection of the same; that the holders of at least a majority of the outstanding shares of capital stock entitled to vote were present in person or represented by proxy at said stockholders meeting and that the votes of stockholders representing at least a majority of the outstanding shares of capital stock entitled to vote were for the adoption of the agreement of consolidation.

IN WITNESS WHEREOF, I have hereunto set my hand as secretary of said corporation and have hereunto affixed the seal of said corporation on this 11th day of June, 1958.

Sworn to and subscribed to
before me this 11th day of
June, 1958.


R. King Rouse, Secretary

 (SEAL)
Notary Public for South Carolina

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