

State of South Carolina



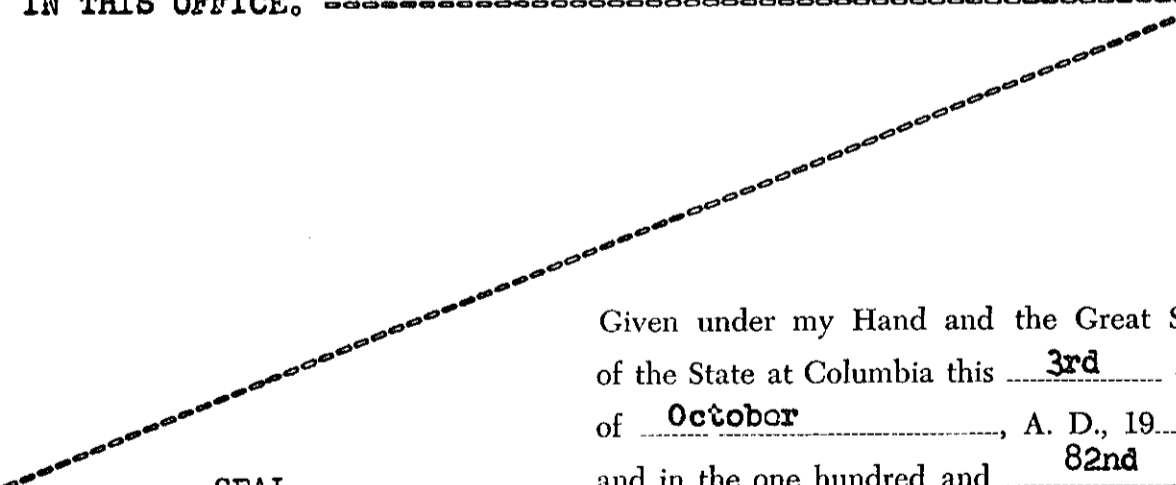
Office of the
Secretary of State

I, O. Frank Thornton, Secretary of State of the State of South Carolina, hereby certify:

THAT THE ORIGINAL AGREEMENT OF MERGER OF PALMETTO STATE LIFE INSURANCE COMPANY AND FRANKLIN NATIONAL LIFE INSURANCE COMPANY, BOTH INCORPORATED UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA, WAS DULY FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, 1957, PURSUANT TO THE PROVISIONS OF VOLUME 1, CHAPTER 8, TITLE 12, CODE OF LAWS OF SOUTH CAROLINA 1952, AND THAT THE FOLLOWING SEVENTEEN (17) PAGES CONSTITUTE A TRUE AND CORRECT COPY OF SAID ORIGINAL AGREEMENT OF MERGER SO FILED:

THAT THE SAID AGREEMENT OF MERGER BEING NOW THE CHARTER OF PALMETTO STATE LIFE INSURANCE COMPANY UNDER THE CODE OF LAWS OF SOUTH CAROLINA FOR 1952.

RECORDED IN DOMESTIC CORPORATION CHARTER BOOK PAGE 30908
IN THIS OFFICE. -----



SEAL

Given under my Hand and the Great Seal of the State at Columbia this 3rd day of October, A. D., 19 57, and in the one hundred and 82nd year of the Independence of the United States of America.

O. Frank Thornton

O. Frank Thornton
Secretary of State