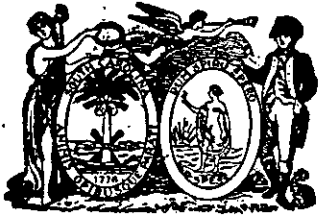


State of South Carolina



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 THE ESTATE LIFE INSURANCE COMPANY OF AMERICA, INC., AND CAROLINA GENERAL LIFE INSURANCE COMPANY, INC., BOTH INCORPORATED UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA, WAS DULY FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JUNE, 1958, PURSUANT TO THE PROVISIONS OF VOLUME I, CHAPTER 8, TITLE 12, CODE OF LAWS OF SOUTH CAROLINA 1952, AND THAT THE FOLLOWING TWELVE(12) PAGES CONSTITUTE A TRUE AND CORRECT COPY OF SAID ORIGINAL AGREEMENT OF MERGER SO FILED: THE SAID AGREEMENT OF MERGER BEING NOW THE CHARTER OF THE ESTATE LIFE INSURANCE COMPANY OF AMERICA, INC., UNDER THE CODE OF LAWS OF SOUTH CAROLINA FOR 1952.

RECORDED IN DOMESTIC CORPORATION CHARTER BOOK PAGE 31556 IN THIS OFFICE

(SEAL)

Given under my Hand and the Great Seal of the State at Columbia this 17th day of June, A. D., 19 58, 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

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