

803376

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

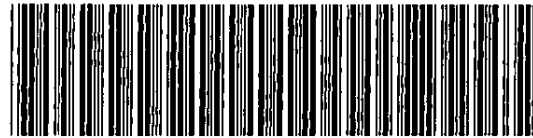
(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:

Office Use Only

None OK



200076566382

06/27/06--01052--016 **105.00

*MC
SLL*

FILED
06 JUN 27 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Travelers Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 803376

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly Mrvica
(Name of Contact Person)

LeBoeuf, Lamb, Greene & MacRae LLP
(Firm/Company)

125 West 55th Street
(Address)

New York, NY 10019-5389
(City/State and Zip Code)

For further information concerning this matter, please call:

Kimberly Mrvica at (212) 424-8461
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

803376

(Document number of corporation (if known))

FILED
06 JUN 27 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Travelers Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Connecticut

(Incorporated under laws of)

3. August 20, 1928

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 1, 2006

5. MetLife Insurance Company of Connecticut

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Daniel D. Jordan

(Typed or printed name of person signing)

Vice President and Assistant Secretary

(Title of person signing)

CERTIFICATE OF AMENDMENT
OF THE CHARTER AS AMENDED AND RESTATED OF
THE TRAVELERS INSURANCE COMPANY

By Action of the Board of Directors and Shareholders

We, the undersigned, C. Robert Henrikson and Gwenn L. Carr, being respectively the President and Secretary of The Travelers Insurance Company, DO HEREBY CERTIFY that:

1. The name of the corporation is The Travelers Insurance Company (the "Company").
2. The Charter of The Travelers Insurance Company, as heretofore amended and restated (the "Charter"), is hereby further amended as follows:

Section 1 of the Charter is hereby amended and restated in its entirety to read as follows:

Section 1. The name of the corporation shall be MetLife Insurance Company of Connecticut.

3. The foregoing amendment of the Charter was approved and adopted by the Board of Directors on October 26, 2005 and by the sole shareholder of said corporation on November 23, 2005 in the manner required by Conn. Gen. Stat. §§ 33-600 to 33-998, inclusive, and by the certificate of incorporation.

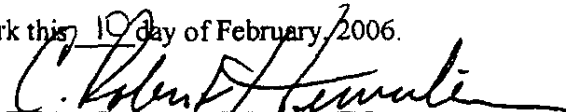
4. Vote of the shareholders:

Number of shares entitled to vote:	40,000,000
Total voting power:	40,000,000
Vote required for adoption:	20,000,001
Vote favoring adoption:	40,000,000


5. The effective date of the foregoing amendment shall be May 1, 2006.

We hereby declare that the statements made in the foregoing certificate are true.

Signed at Long Island City, New York this 19 day of February, 2006.



C. Robert Henrikson
President



Gwenn L. Carr
Secretary



State of Connecticut
Insurance Department

FILING #0003141743 PG 02 OF 02 VOL B-00878
FILED 02/14/2006 08:30 AM PAGE 01946
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that the Certificate of Amendment to the Charter of The Travelers Insurance Company, as amended and restated on October 19, 1994, regarding the change of name to MetLife Insurance Company of Connecticut, as of May 1, 2006, has been reviewed and approved.

Witness my hand and official seal, at HARTFORD,

this 9th day of February, 2006

A handwritten signature in black ink that reads "Susan F. Coyne".

Insurance Commissioner

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 14th day of FEBRUARY A.D. 2006



SECRETARY OF THE STATE