

807412

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

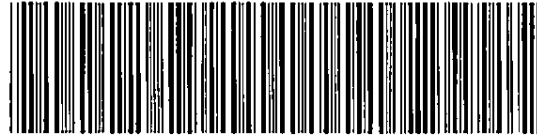
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Rec. 10/23

Rtn to Michelle M.

Office Use Only



600301656946

10/30/17--01005--006 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 NOV - 1 PM 4:08

M. MILLIGAN

NOV - 1 2017



- Government Employees Insurance Company
- GEICO General Insurance Company
- GEICO Indemnity Company
- GEICO Casualty Company
- GEICO Advantage Insurance Company
- GEICO Choice Insurance Company
- GEICO Secure Insurance Company

LICENSING DIVISION
5260 WESTERN AVENUE, CHEVY CHASE MD 20815

Michelle Milligan
Senior Section Administrator/Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Hello Michelle,

Re: Government Employees Insurance Company 22063

Attached please find the following documents in order to have our FL GE license reflect MD as the registered state not DC.

1. Corporate Amendment from DC to MD
2. Government Employees Insurance Company MD Certificate of Good standing
3. Check in the amount of \$35.00

Thank you for your cooperation in this regard.

Claire S Jameer

GEICO

URC Licensing

240 541 6749

csamuelsjameer@geico.com

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)

807412

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 NOV - 1 PM 4:08

1. GOVERNMENT EMPLOYEES INSURANCE COMPANY
(Name of corporation as it appears on the records of the Department of State)

2. Washington DC 3. 08/14/1947
(Incorporated under laws of) (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? N/A

5. GOVERNMENT EMPLOYEES INSURANCE COMPANY
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
N/A

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

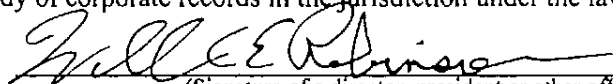
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

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

MARYLAND
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



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

William C.E. Robinson

Corporate Secretary

(Typed or printed name of person signing)

(Title of person signing)

STATE OF MARYLAND
Department of Assessments and Taxation

I, MICHAEL L. HIGGS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT GOVERNMENT EMPLOYEES INSURANCE COMPANY (D02310472), INCORPORATED NOVEMBER 30, 1937, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS SEPTEMBER 28, 2017.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

0010787357

ARTICLES OF REDOMESTICATION AND REINCORPORATION
OF
GOVERNMENT EMPLOYEES INSURANCE COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND November 30, 1937 AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.
SDAT: January 3, 1986 at 10:37 a.m.

RECORDED IN LIBER , FOLIO , OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION'S CAPITALIZATION FEE PAID RECORDING FEE PAID SPECIAL FEE PAID
\$ 1450 \$ 46 \$

TO THE CLERK OF THE CIRCUIT COURT OF Montgomery County
IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INCORREMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.



A 193383

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 20
page document on file in this office. DATE: 10/11/17
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective:

ARTICLES OF REDOMESTICATION AND REINCORPORATION

UNDER THE LAWS OF THE STATE OF MARYLAND

OF

GOVERNMENT EMPLOYEES INSURANCE COMPANY

(An Existing District of Columbia Corporation)

The undersigned, GOVERNMENT EMPLOYEES INSURANCE COMPANY, a corporation organized under the laws of the District of Columbia, for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Maryland, does hereby elect, pursuant to the laws of the State of Maryland (Annotated Code of Maryland, Article 48A, Section 249A), to become redomesticated and reincorporated as a Maryland corporation. Upon the taking of effect of these Articles of Redomestication and Reincorporation, Government Employees Insurance Company shall be and continue to be, possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Maryland; and all privileges, franchises and powers belonging to said corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choses in action, shall be and the same are hereby ratified, approved, confirmed and assured to Government Employees Insurance Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Maryland. Without limitation of the foregoing, Government Employees Insurance Company shall be given recognition as a domestic insurance company of the State of Maryland for all purposes, from and after November 30, 1937, the date of its initial authorization as an insurer under the laws of the District of Columbia.

For the purpose of setting forth its charter as a Maryland corporation, Government Employees Insurance Company hereby adopts the following Articles of Redomestication and Reincorporation:

First: The name of the corporation is Government Employees Insurance Company (the "Company").

Second: The post office address of the principal office of the Company in this State is 5260 Western Avenue, Chevy Chase, Maryland 20815. The name and post office address of the resident agent of the Company in this State is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202. Said resident agent is a Maryland corporation.

Third: The period of duration is perpetual.

Fourth: The purpose or purposes for which the Company was organized and which it will hereafter carry on are:

(a) To write insurance of human beings against bodily injury, disablement, or death by accident or accidental means, or the expense thereof, or against disablement or expense resulting from sickness, or childbirth, or against expenses incurred in prevention of sickness, or dental care, and every insurance appertaining thereto.

66072125

(b) To write insurance on real or personal property of every kind and of every interest therein, whether on land, water, or in the air, against loss or damage from any and all hazard or cause, and against loss consequential upon such loss or damage.

(c) To write:

(1) Insurance against legal, contractual or assumed liability for death, injury or disability of any human being, or for damage to property; and to provide medical, hospital, or surgical disability benefits to injured persons and funeral and death benefits to dependents, beneficiaries or personal representatives of persons killed, irrespective of legal liability of the insured, when issued as an incidental coverage with or supplemental to liability insurance; motor vehicle physical damage, burglary and theft, glass, workman's compensation and employer's liability, boiler and machinery insurance.

(2) Insurance against any other kind of loss, damage, or liability properly a subject of insurance and not within any other kind of insurance as defined in paragraph (1) of this section, if such insurance is not disapproved by the Insurance Commissioner of Maryland as being contrary to law or public policy.

(d) To write surety insurance, including

(1) Fidelity insurance, which is insurance guaranteeing the fidelity of persons holding positions of public or private trust.

(2) Insurance guaranteeing the performance of contracts, other than insurance policies, and guaranteeing and executing bonds, undertakings, and contracts of suretyship.

(3) Insurance indemnifying banks, bankers, brokers, financial or moneyed corporations or associations against loss resulting from any cause, of bills of exchange, notes, bonds, securities, evidences of debt, deeds, mortgages, warehouse receipts or other valuable papers, documents, money, precious metals and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semiprecious stones, including any loss while the same are being transported in armored motor vehicles, or by messenger; also insurance against loss or damage to such an insured's premises or to his furnishings, fixtures, equipment, safes, and vaults therein, caused by burglary, robbery, theft, vandalism or malicious mischief, or any attempt thereof.

(e) To write insurance against any and all kinds of loss or damage to:

(1) Vessels, craft, aircraft, cars, automobiles, trailers and vehicles of every kind, as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, monies, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks, and

(2) Person or to property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability

for loss of or damage to either, arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance (but not including life insurance), and

(3) Precious stones, jewels, jewelry, gold, silver and other precious metals, whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, and piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and/or civil commotion; other aids to navigation and transportation, including dry docks and marine railways, against all risks.

(f) To write insurance against legal liability of the insured for loss, damage or expense arising out of, or incident to, the ownership, operation, chartering, maintenance, use, repair or construction of any vessel, craft or instrumentality in use in ocean or inland waterways, including liability of the insured for personal injury, illness or death or for loss of or damage to the property of another person.

(g) To write insurance of personal property and interests therein, in course of exportation from or importation into any country, and in course of transportation coastwise or on inland waters, including transportation by land, water, or air from point of origin to final destination, in respect to, appertaining to or in connection with, any and all risks or perils of navigation, transit or transportation, and while being prepared for and while awaiting shipment, and during any delays, storage, transshipment or reshipment incident thereto.

(h) To write reinsurance on all classes of risks described in sections (a) through (g) above.

(i) Further, in connection with the writing or making of insurance and reinsurance as authorized herein, the Company may issue any or all policies of insurance or reinsurance with or without a right contained therein to participate in profits, savings or unabsorbed premiums by payment of dividends or otherwise and may determine the right to participate, if any, and the extent of participation on any and all such policies.

(j) Generally, to engage in any form of lawful business activity which may be deemed directly or indirectly to promote the interests of the Company.

And in order properly to prosecute the purposes set forth above, the Company shall have and be authorized to exercise all of the powers, rights and privileges which are now or may hereafter be conferred on corporations by the statutes or common law of the State of Maryland, and of any other jurisdiction in which the Company may act.

Fifth: The aggregate number of shares which the Company is authorized to issue is forty-five million (45,000,000) shares of Common Stock of the par value of one dollar (\$1) each; three hundred thousand (300,000) shares of Cumulative Senior Preferred Stock of the par value of ten dollars (\$10) each; and ten million (10,000,000) shares of Cumulative Convertible Preferred Stock of the par value of one dollar (\$1) each.

Sixth: A statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights in respect of the shares of each class of authorized shares is as follows:

Part A. Cumulative Senior Preferred Stock

I. Equal Rank. All shares of Cumulative Senior Preferred Stock (the "Senior Preferred Stock") shall rank equally and be identical in all respects.

II. Dividends. The Senior Preferred Stock shall be preferred as to the payment of dividends over any other class or classes of stock of the Company ranking junior to the Senior Preferred Stock as to such payment, so that the holders of shares of Senior Preferred Stock shall be entitled to receive cash dividends, when and as declared by the Board of Directors, at the rate of \$10.125 per share per annum (computed on the basis of a 360-day year, 30-day month), and no more, before any cash dividends (other than dividends payable in Common Stock) on any such junior stock shall be declared and set apart for payment or paid. Such dividends shall be payable in cash semiannually on January 1 and July 1 in each year to holders of Senior Preferred Stock on the respective dates, which shall not be more than 40 days preceding such semiannual dividend payment dates, fixed for that purpose by the Board of Directors. Dividends shall be cumulative from the date on which shares of Senior Preferred Stock are first issued. Accruals of dividends shall not bear interest.

III. Redemption.

(a) The Company at the option of the Board of Directors may, with funds legally available for such purpose, redeem at any time or from time to time the whole or any part of the outstanding shares of Senior Preferred Stock at the redemption price of \$100 per share plus an amount equal to all accrued and unpaid dividends thereon to and including the redemption date. Subject to the conditions aforesaid, the Board of Directors may authorize an increase of no more than \$5.00 per share in said redemption price at the time of issuance or redemption of shares of Senior Preferred Stock.

(b) The Company will, out of funds legally available for such purpose, redeem on January 1, 1987, and on each January 1 thereafter so long as any shares of Senior Preferred Stock shall remain outstanding, as and for a sinking fund for the Senior Preferred Stock, 2% of the total number of shares of Senior Preferred Stock outstanding on January 1, 1986, at a sinking fund redemption price of \$100 per share plus an amount equal to all accrued and unpaid dividends thereon to and including the redemption date, such sinking fund obligation to be cumulative. Shares previously redeemed or otherwise acquired by the Company may not be used to satisfy any sinking fund obligation with respect to the Senior Preferred Stock.

(c) Notice of every redemption shall be mailed to the holders of record of the shares of Senior Preferred Stock so to be redeemed at their respective addresses as the same shall appear on the books of the Company. Such notice shall be mailed not less than 30 days in advance of the date designated for such redemption (such date being herein referred to as the "redemption date"). Each redemption notice shall state the redemption date, specify the place of payment of the redemption price and specify, if less than all the shares owned by any shareholder are then to be redeemed, the number of shares which are to be redeemed.

(d) If, after giving notice of redemption but on or before the redemption date, the funds necessary for such redemption shall have been

deposited by the Company in trust with a bank or trust company in the District of Columbia having a capital and surplus of at least \$5,000,000 for the pro rata benefit of the holders of the shares so called for redemption, then, notwithstanding that any certificates for shares of Senior Preferred Stock so called for redemption shall not have been surrendered for cancellation, after the date of such deposit, the right to receive dividends thereon shall cease to accrue and all rights of the holders of the shares of Senior Preferred Stock so called for redemption shall forthwith cease and terminate, excepting only the right of such holders to receive on the redemption date the redemption price therefor but without interest, and such shares shall no longer be deemed outstanding.

(e) In case the holders of shares of Senior Preferred Stock called for redemption shall not, at the end of six years from the redemption date, have claimed any funds so deposited, such bank or trust company shall pay over to the Company, upon its demand, such unclaimed funds, and thereupon such bank or trust company shall be relieved of all responsibility in respect thereof to such holders and such holders shall look only to the Company for payment of the redemption price. Any interest accrued on funds so deposited shall be paid to the Company from time to time.

(f) If less than all the shares of Senior Preferred Stock are to be redeemed (whether through the operation of the sinking fund or otherwise), the shares so to be redeemed shall be selected pro rata so that there shall be redeemed from each registered holder of such shares that number of whole shares, as nearly as practicable to the nearest share, as bears the same ratio to the total number of shares held by such holder as the total number of shares to be redeemed bears to the total number of shares of Senior Preferred Stock at the time outstanding.

(g) Shares of Senior Preferred Stock which have been redeemed (whether through the operation of the sinking fund or otherwise), purchased or otherwise acquired by the Company shall be canceled and may not be reissued.

IV. Restrictions. So long as any shares of Senior Preferred Stock are outstanding, the Company shall not

(i) Declare and set apart for payment or pay any dividends (other than dividends payable in Common Stock) or make any distribution on the Common Stock of the Company or redeem, purchase or otherwise acquire, or permit any subsidiary to purchase or otherwise acquire, any shares of Convertible Preferred Stock or Common Stock.

(ii) Declare and set apart for payment or pay any dividends or make any distribution on the Convertible Preferred Stock of the Company if at the time of making such declaration, payment or distribution the Company shall be in default with respect to any dividend payable on, or any obligation to redeem, shares of Senior Preferred Stock.

(iii) Without the affirmative vote or consent of the holders of all the shares of Senior Preferred Stock at the time outstanding, voting or consenting separately as a class, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, (1) create any class of stock ranking equal or prior to the Senior Preferred Stock as to the payment of dividends or upon liquidation, or increase the authorized

number of shares of any such class of stock, or (2) increase the authorized number of shares of Senior Preferred Stock.

(iv) Without the affirmative vote or consent of the holders of at least two-thirds of the number of shares of Senior Preferred Stock at the time outstanding, voting or consenting separately as a class, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, alter or change any of the provisions of these Articles of Reorganization and Reincorporation so as adversely to affect the preferences, special rights or powers given to the Senior Preferred Stock.

V. Voting Rights in the Event of Arrearages.

(a) Whenever dividends payable on the Senior Preferred Stock shall be in arrears in an aggregate amount equivalent to three full semiannual dividends on all shares of Senior Preferred Stock at the time outstanding, the number of directors constituting the Board of Directors of the Company shall be increased by two, and the holders of the Senior Preferred Stock shall have the exclusive and special right, voting separately as a class, to elect two persons to fill such newly created directorships. Whenever such right of holders of shares of Senior Preferred Stock shall have vested, it may be exercised initially either at a special meeting of such holders called as provided below or at any annual meeting of shareholders, and thereafter at annual meetings of shareholders. Such right shall continue until such time as all dividends accumulated on the Senior Preferred Stock shall have been paid in full, at which time such rights shall terminate, subject to revesting in the event of any subsequent arrearage amounting in the aggregate to the equivalent of three full semiannual dividends.

(b) At any time when the holders of shares of Senior Preferred Stock shall have the special right, voting separately as a class, to elect directors as provided in this Section V, a proper officer of the Company shall, upon the written request of the holders of record of at least 10% of the number of shares of Senior Preferred Stock at the time outstanding, addressed to the Secretary of the Company, call a special meeting of the holders of shares of Senior Preferred Stock and of any other class or classes of stock having voting power for the purpose of electing directors. Such meeting shall be held at the earliest practicable date in the District of Columbia. If such meeting shall not be called by the proper officers of the Company within 20 days after personal service of said written request upon the Secretary of the Company, or within 20 days after mailing the same within the United States of America by registered mail addressed to the Secretary of the Company at its principal office, then the holders of record of at least 10% of the number of shares of Senior Preferred Stock at the time outstanding may designate in writing one of their number to call such meeting at the expense of the Company, and such meeting may be called by such person so designated upon the notice required for annual meetings of shareholders and shall be held in the District of Columbia. Any holder of shares of Senior Preferred Stock so designated shall have access to the stock books of the Company for the purpose of causing a meeting of shareholders to be called pursuant to these provisions. Notwithstanding the provisions of this Section V, no such special meeting shall be called during the 90 days immediately preceding the date fixed for an annual meeting of shareholders.

(c) At any meeting held for the purpose of electing directors at which the holders of shares of Senior Preferred Stock shall have the special right, voting separately as a class, to elect directors as provided

in this Section V, the presence, in person or by proxy, of the holders of one-third of the number of shares of Senior Preferred Stock at the time outstanding shall be required to constitute a quorum of such class for the election of any director by the holders of the Senior Preferred Stock as a class. At any such meeting or adjournment thereof, (1) the absence of a quorum of Senior Preferred Stock shall not prevent the election of directors other than those to be elected by the holders of shares of Senior Preferred Stock voting as a class, and the absence of a quorum for the election of such other directors shall not prevent the election of the directors to be elected by holders of shares of Senior Preferred Stock voting as a class, and (2) in the absence of either or both such quorums, a majority of the holders present in person or by proxy of the stock or stocks which lack a quorum shall have power to adjourn from time to time the meeting for the election of the directors which they are entitled to elect, without notice other than announcement at the meeting, until a quorum shall be present.

(d) During any period in which the holders of shares of Senior Preferred Stock have the special right, voting separately as a class, to elect directors as provided in this Section V, (1) the directors so elected by the holders of the Senior Preferred Stock shall continue in office until the next succeeding annual meeting or until their successors, if any, are elected by such holders and qualify, or, unless required by applicable law to continue in office for a longer period, until termination of the special right of the holders of the Senior Preferred Stock, voting separately as a class, to elect directors, and (2) any vacancy in the Board of Directors shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class or classes of stock which elected the director whose office shall have become vacant. To the extent permitted by applicable law, immediately upon any termination of the special right of the holders of shares of Senior Preferred Stock, voting separately as a class, to elect directors as provided in this Section V, the term of office of the directors then in office so elected by such holders shall terminate, and the number of directors shall be such number as may be provided for in, or pursuant to, the by-laws irrespective of any increase made as a result of the foregoing provisions.

VI. Liquidation. The Senior Preferred Stock shall be preferred upon liquidation over any other class or classes of stock of the Company ranking junior to the Senior Preferred Stock upon liquidation, so that the holders of shares of Senior Preferred Stock shall be entitled to be paid before any distribution is made to the holders of such junior stock upon the voluntary or involuntary dissolution, liquidation or winding up of the Company. The amount payable on each share of Senior Preferred Stock in the event of the voluntary or involuntary dissolution, liquidation or winding up of the Company shall be \$100 per share plus an amount equal to all accrued and unpaid dividends thereon to and including the date of payment. If upon any such liquidation, dissolution or winding up of the Company its net assets shall be insufficient to permit the payment in full of the amounts to which the holders of all outstanding shares of Senior Preferred Stock are entitled as above provided, the entire remaining net assets of the Company shall be distributed among the holders of shares of Senior Preferred Stock in amounts proportionate to the full preferential amounts to which they are respectively entitled. For the purposes of this Section VI, the voluntary sale, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the Company's property or assets to, or its consolidation or merger with, one or more corporations shall not be deemed to be a liquidation, dissolution or winding up of the Company, voluntary or involuntary.

VII. No Voting Rights. Except as specifically provided by statute and by Sections IV and V above, the holders of shares of Senior Preferred Stock shall have no voting rights.

VIII. No Preemptive Rights. No holder of any shares of Senior Preferred Stock shall be entitled as of right as such holder to purchase or subscribe for any shares of stock of the Company, whether now or hereafter authorized, or bonds, certificates of indebtedness, debentures or other securities convertible into or carrying any right to purchase stock of the Company of any class. Shares of any such stock, or such other securities convertible into or carrying any right to purchase such stock, may be, so far as the holders of Senior Preferred Stock are concerned, issued and disposed of to such persons and upon such terms and for such lawful consideration as may be deemed advisable by the Board of Directors.

PART B. Cumulative Convertible Preferred Stock

I. Equal Rank. All shares of Cumulative Convertible Preferred Stock (the "Convertible Preferred Stock") shall rank equally and be identical in all respects.

II. Dividends. As to the payment of dividends, the Convertible Preferred Stock shall be junior to the Senior Preferred Stock but shall be preferred over any other class or classes of stock of the Company ranking junior to the Convertible Preferred Stock as to such payment, so that the holders of shares of Convertible Preferred Stock shall be entitled to receive cash dividends, when and as declared by the Board of Directors, at an annual rate (computed on the basis of a 360-day year, 30-day month) equal to 8% of the per share price at which the shares of Convertible Preferred Stock are first offered to the holders of shares of Common Stock of the Company, and no more, after payment in full of all accrued and unpaid cash dividends on the Senior Preferred Stock but before any cash dividends (other than dividends payable in Common Stock) on any such junior stock shall be declared and set apart for payment or paid. Such dividends shall be payable in cash quarterly on January 1, April 1, July 1 and October 1 in each year to holders of Convertible Preferred Stock on the respective dates, which shall not be more than 40 days preceding such quarterly dividend payment dates, fixed for that purpose by the Board of Directors. Dividends shall be cumulative from the date on which shares of Convertible Preferred Stock are first issued. Accruals of dividends shall not bear interest.

III. Redemption.

(a) From and after January 1, 1981 (but only if no shares of Senior Preferred Stock are then outstanding), the Company at the option of the Board of Directors may, with funds legally available for such purpose, redeem at any time or from time to time the whole or any part of the outstanding shares of Convertible Preferred Stock at the following per share redemption prices (expressed in terms of a percentage of the per share price at which the Convertible Preferred Stock is first offered to the holders of shares of Common Stock of the Company) if redeemed during the twelve-month period commencing on January 1:

(d) If, after giving notice of redemption but on or before the redemption date, the funds necessary for such redemption shall have been deposited by the Company in trust with such transfer agent for the pro rata benefit of the holders of the shares so called for redemption, then, notwithstanding that any certificates for shares of Convertible Preferred Stock so called for redemption shall not have been surrendered for cancellation, after the date of such deposit, the right to receive dividends thereon shall cease to accrue and all rights of the holders of the shares of Convertible Preferred Stock so called for redemption shall forthwith cease and terminate, excepting only the right of such holders to receive on the redemption date the redemption price therefor but without interest and the right to exercise on or before the close of business on the last business day prior to the redemption date the conversion privilege set forth herein, and such shares shall no longer be deemed outstanding. Any funds so deposited which shall not be required for such redemption because of the exercise of any such right of conversion subsequent to the date of such deposit shall be returned forthwith to the Company.

(e) In case the holders of shares of Convertible Preferred Stock called for redemption shall not, at the end of six years from the redemption date, have claimed any funds so deposited, such transfer agent shall pay over to the Company, upon its demand, such unclaimed funds, and thereupon such transfer agent shall be relieved of all responsibility in respect thereof to such holders and such holders shall look only to the Company for payment of the redemption price. Any interest accrued on funds so deposited shall be paid to the Company from time to time.

(f) If less than all the shares of Convertible Preferred Stock are to be redeemed (whether through the operation of the sinking fund or otherwise), the shares so to be redeemed shall be selected by lot or in such other manner as the Board of Directors may determine.

(g) Shares of Convertible Preferred Stock which have been converted by the holder thereof or redeemed (whether through the operation of the sinking fund or otherwise), purchased or otherwise acquired by the Company shall be canceled and may not be reissued.

IV. Restrictions. So long as any shares of Convertible Preferred Stock are outstanding, the Company shall not

(i) Declare and set apart for payment or pay any dividends (other than dividends payable in Common Stock) or make any distribution on any class or classes of stock of the Company ranking junior to the Convertible Preferred Stock as to the payment of dividends or redeem, purchase or otherwise acquire, or permit any subsidiary to purchase or otherwise acquire, any shares of such junior stock if at the time of making such declaration, payment, distribution, purchase or acquisition the Company shall be in default with respect to any dividend payable on, or any obligation to redeem, shares of Convertible Preferred Stock.

(ii) Without the affirmative vote or consent of the holders of at least two-thirds of the number of shares of Convertible Preferred Stock at the time outstanding, voting or consenting separately as a class, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, (1) create any class of stock ranking equal or prior

(except the Senior Preferred Stock) to the Convertible Preferred Stock as to the payment of dividends or upon liquidation, or increase the authorized number of shares of any such class of stock, (2) increase the authorized number of shares of Senior Preferred Stock or of Convertible Preferred Stock or (3) alter or change any of the provisions of these Articles of Reorganization and Reincorporation so as adversely to affect the preferences, special rights or powers given to the Convertible Preferred Stock.

V. Voting Rights in the Event of Arrearages.

(a) Whenever dividends payable on the Convertible Preferred Stock shall be in arrears in an aggregate amount equivalent to six full quarterly dividends on all shares of Convertible Preferred Stock at the time outstanding, the number of directors constituting the Board of Directors of the Company shall be increased by two, and the holders of the Convertible Preferred Stock shall have the exclusive and special right, voting separately as a class, to elect two persons to fill such newly created directorships. Whenever such right of holders of shares of Convertible Preferred Stock shall have vested, it may be exercised initially either at a special meeting of such holders called as provided below or at any annual meeting of shareholders, and thereafter at annual meetings of shareholders. Such right shall continue until such time as all dividends accumulated on the Convertible Preferred Stock shall have been paid in full, at which time such right shall terminate, subject to revesting in the event of any subsequent arrearage amounting in the aggregate to the equivalent of six full quarterly dividends.

(b) At any time when the holders of shares of Convertible Preferred Stock shall have the special right, voting separately as a class, to elect directors as provided in this Section V, a proper officer of the Company shall, upon the written request of the holders of record of at least 10% of the number of shares of Convertible Preferred Stock at the time outstanding, addressed to the Secretary of the Company, call a special meeting of the holders of shares of Convertible Preferred Stock and of any other class or classes of stock having voting power for the purpose of electing directors. Such meeting shall be held at the earliest practicable date in the District of Columbia. If such meeting shall not be called by the proper officers of the Company within 20 days after personal service of said written request upon the Secretary of the Company, or within 20 days after mailing the same within the United States of America by registered mail addressed to the Secretary of the Company at its principal office, then the holders of record of at least 10% of the number of shares of Convertible Preferred Stock at the time outstanding may designate in writing one of their number to call such meeting at the expense of the Company, and such meeting may be called by such person so designated upon the notice required for annual meetings of shareholders and shall be held in the District of Columbia. Any holder of shares of Convertible Preferred Stock so designated shall have access to the stock books of the Company for the purpose of causing a meeting of shareholders to be called pursuant to these provisions. Notwithstanding the provisions of this Section V, no such special meeting shall be called during the 90 days immediately preceding the date fixed for an annual meeting of shareholders.

(c) At any meeting held for the purpose of electing directors at which the holders of shares of Convertible Preferred Stock shall have the special right, voting separately as a class, to elect directors as provided in this Section V, the presence, in person or by proxy, of the holders of one-third of the number of shares of Convertible Preferred Stock at the time outstanding shall be required to constitute a quorum of such class for the

election of any director by the holders of the Convertible Preferred Stock as a class. At any such meeting or adjournment thereof, (1) the absence of a quorum of Convertible Preferred Stock shall not prevent the election of directors other than those to be elected by the holders of shares of Convertible Preferred Stock voting as a class, and the absence of a quorum for the election of such other directors shall not prevent the election of the directors to be elected by holders of shares of Convertible Preferred Stock voting as a class, and (2) in the absence of either or both such quorums, a majority of the holders present in person or by proxy of the stock or stocks which lack a quorum shall have power to adjourn from time to time the meeting for the election of the directors which they are entitled to elect, without notice other than announcement at the meeting, until a quorum shall be present.

(d) During any period in which the holders of shares of Convertible Preferred Stock have the special right, voting separately as a class, to elect directors as provided in this Section V, (1) the directors so elected by the holders of the Convertible Preferred Stock shall continue in office until the next succeeding annual meeting or until their successors, if any, are elected by such holders and qualify, or, unless required by applicable law to continue in office for a longer period, until termination of the special right of the holders of the Convertible Preferred Stock, voting separately as a class, to elect directors, and (2) any vacancy in the Board of Directors shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class or classes of stock which elected the director whose office shall have become vacant. To the extent permitted by applicable law, immediately upon any termination of the special right of the holders of shares of Convertible Preferred Stock, voting separately as a class, to elect directors as provided in this Section V, the term of office of the directors then in office so elected by such holders shall terminate, and the number of directors shall be such number as may be provided for in, or pursuant to, the by-laws irrespective of any increase made as a result of the foregoing provisions.

VI. Liquidation. The Convertible Preferred Stock shall be junior to the Senior Preferred Stock in the event of the voluntary or involuntary dissolution, liquidation or winding up of the Company, so that the holders of shares of Senior Preferred Stock shall be entitled to be paid in full before any distribution is made to the holders of Convertible Preferred Stock upon any such dissolution, liquidation or winding up. The Convertible Preferred Stock shall be preferred upon liquidation, over any other class or classes of stock of the Company ranking junior to the Convertible Preferred Stock upon liquidation, so that the holders of shares of Convertible Preferred Stock shall be entitled to be paid after full payment is made on the Senior Preferred Stock but before any distribution is made to the holders of such junior stock upon the voluntary or involuntary dissolution, liquidation or winding up of the Company. The amount payable on each share of Convertible Preferred Stock in the event of the voluntary or involuntary dissolution, liquidation or winding up of the Company shall be \$10 per share plus an amount equal to all accrued and unpaid dividends thereon to and including the date of payment. If upon any such liquidation, dissolution or winding up of the Company its net assets shall be insufficient to permit the payment in full of the amounts to which the holders of all outstanding shares of Convertible Preferred Stock are entitled as above provided, the entire net assets of the Company remaining after full payment is made on the Senior Preferred Stock shall be distributed among the holders of shares of Convertible Preferred stock in amounts proportionate to the full preferential amounts to which they are respectively entitled. For the purposes of this Section VI, the voluntary sale, lease, exchange or transfer (for cash, shares

of stock, securities or other consideration) of all or substantially all the Company's property or assets to, or its consolidation or merger with, one or more corporations shall not be deemed to be a liquidation, dissolution or winding up of the Company, voluntary or involuntary.

VII. Voting Rights. In addition to voting rights provided by statute and by Sections IV and V above, the holders of shares of Convertible Preferred Stock shall be entitled to one vote for each share of Convertible Preferred Stock standing in their names on the books of the Company at the election of directors and on any question arising at any meeting of the shareholders of the Company, the holders of Convertible Preferred Stock and Common Stock voting at all times together as one class, together with any other class of stock of the Company accorded such general voting rights.

VIII. No Preemptive Rights. No holder of any shares of Convertible Preferred Stock shall be entitled as of right as such holder to purchase or subscribe for any shares of stock of the Company, whether now or hereafter authorized, or bonds, certificates of indebtedness, debentures or other securities convertible into or carrying any right to purchase stock of the Company of any class. Shares of any such stock, or such other securities convertible into or carrying any right to purchase such stock, may be, so far as the holders of Convertible Preferred Stock are concerned, issued and disposed of to such persons and upon such terms and for such lawful consideration as may be deemed advisable by the Board of Directors.

IX. Conversion Provisions

(a) Subject to the provisions for adjustment hereinafter set forth, shares of Convertible Preferred Stock shall be convertible at any time at the option of the holder thereof, upon surrender to the transfer agent for the Convertible Preferred Stock of the certificate or certificates evidencing the shares so to be converted, into fully paid and nonassessable shares of Common Stock of the Company at the rate of 1 share of Common Stock for each share of Convertible Preferred Stock so surrendered for conversion. The right to convert shares of the Convertible Preferred Stock called for redemption (whether for the sinking fund or otherwise) shall terminate on the last business day prior to the date fixed for redemption. Upon conversion, no payment or adjustment shall be made for dividends on the shares of Convertible Preferred Stock so converted.

(b) The number of shares of Common Stock into which a share of Convertible Preferred Stock is convertible shall be subject to adjustment from time to time only as follows:

(i) If after the date on which shares of Convertible Preferred Stock are first issued the number of outstanding shares of Common Stock is increased by a dividend declared payable in shares of Common Stock or by a subdivision of shares of Common Stock, the number of shares of Common Stock into which a share of Convertible Preferred Stock is convertible shall be increased in proportion to such increase in the outstanding shares of Common Stock. Such adjustment shall become effective immediately after the opening of business on the day following the date on which the Company takes a record of the holders of Common Stock for the purpose of entitling them to receive such dividend or the day upon which such subdivision becomes effective.

(ii) If after the date on which shares of Convertible Preferred Stock are first issued the number of outstanding shares of Common Stock is decreased by a combination of shares of Common Stock, the number of shares of Common Stock into which a share of Convertible Preferred Stock is convertible shall be decreased in proportion to such decrease in the outstanding shares of Common Stock. Such adjustment shall become effective immediately after the opening of business on the day upon which such combination becomes effective.

(iii) For the purposes of making the adjustments referred to in subparagraphs (i) and (ii) above, the books of the Company shall control absolutely in determining the number of outstanding shares of Common Stock and the number of additional shares issued or decrease in shares as a result of any stock dividend, subdivision or combination.

(iv) Unless the holders of shares of Convertible Preferred Stock shall be permitted to subscribe for or purchase shares of Common Stock on the same basis, in case the Company shall issue rights or warrants to all holders of shares of Common Stock for the purpose of entitling them (for a period not exceeding 45 days from the date of such issuance) to subscribe for or purchase shares of Common Stock at a price less than the current market price per share (determined as provided in subparagraph (vi) below) on the record date mentioned below, then in each such case the number of shares of Common Stock into which each share of Convertible Preferred Stock shall thereafter be convertible shall be determined by multiplying the number of shares of Common Stock into which each share of Convertible Preferred Stock was convertible immediately prior to the date of issuance of such rights or warrants by a fraction of which the numerator shall be the sum of the number of shares of Common Stock outstanding at the date of such issuance and the number of additional shares of Common Stock so offered for subscription or purchase, and of which the denominator shall be the sum of the number of shares of Common Stock outstanding at the date of such issuance and the number of shares of Common Stock which the aggregate offering price of the total number of shares so offered would purchase at such current market price per share. Such adjustment shall become effective retroactively immediately after the record date for the determination of shareholders entitled to receive such rights or warrants.

(v) In case the Company shall distribute to all holders of its Common Stock any assets (other than any distribution payable out of earned surplus or any cash dividend), any rights to subscribe (other than those referred to in subparagraph (iv) above) or any evidences of indebtedness or other securities of the Company (other than Common Stock), then in each such case the number of shares of Common Stock into which each share of Convertible Preferred Stock shall be convertible shall thereafter be determined by multiplying the number of shares of Common Stock into which each share of Convertible Preferred Stock was convertible on the date immediately preceding the record date for such distribution by a fraction of which the numerator shall be the current market price per share (determined as provided in subparagraph (vi) below) of the Common Stock on such record date and of which the denominator shall be such current market price per share less the then fair market value (as determined in a resolution adopted by the Board of Directors, which shall be conclusive evidence of such fair market value) of

the portion of the assets or evidences of indebtedness or securities so distributed or of such subscription rights applicable to one share of Common Stock. Such adjustment shall become effective retroactively immediately after the record date for the determination of shareholders entitled to receive such distribution.

(vi) For the purpose of any computation under subparagraphs (iv), (v) and (viii), the current market price per share of Common Stock on any date shall be deemed to be the average of the daily market prices for the 30 consecutive trading days commencing 45 trading days before the date in question. The market price for each day shall be the average of the high bid and low asked prices on the over-the-counter market as reported by the National Association of Securities Dealers Automated Quotations, or such other reporting service as may be selected from time to time by the Company for the purpose, or, if the Common Stock is then listed or admitted to trading on a national securities exchange, the last reported sales price regular way or, in case no such reported sale takes place on such day, the average of the reported closing bid and asked prices regular way, in either case on the principal national securities exchange on which the Common Stock is listed or admitted to trading.

(vii) In case of any consolidation or merger of the Company with or into another corporation or in case of any sale or conveyance to another corporation of all or substantially all the assets of the Company or in case the Company issues by reclassification or recapitalization of its Common Stock any shares of the Company, the holder of each share of Convertible Preferred Stock then outstanding shall have the right thereafter, so long as his conversion right hereunder shall exist, to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such consolidation, merger, sale, conveyance, reclassification or recapitalization by a holder of the number of shares of Common Stock into which such share might have been converted immediately prior to such consolidation, merger, sale, conveyance, reclassification or recapitalization and shall have no other conversion rights under these provisions; provided, that effective provision shall be made, in the Articles or Certificate of Incorporation of the resulting or surviving corporation or otherwise, so that the provisions set forth herein for the protection of the conversion rights of the shares of Convertible Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the shares of Convertible Preferred Stock remaining outstanding or other convertible securities received by the holders in place thereof; and provided further that any such resulting or surviving corporation shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, other securities or property as the holders of the shares of Convertible Preferred Stock remaining outstanding, or other convertible securities received by the holders in place thereof, shall be entitled to receive pursuant to these provisions, and to make provisions for the protection of the conversion right as above provided. In case securities or property other than Common Stock shall be issuable or deliverable upon conversion, then all references in this subparagraph (vii) shall be deemed to apply, so far as appropriate and as nearly as may be, to such other securities or property.

(viii) No fractional share of Common Stock shall be issued upon any conversion but, in lieu thereof, there shall be paid to the holder of the shares of Convertible Preferred Stock surrendered for conversion as soon as practicable after the date such shares are surrendered for conversion, an amount in cash equal to the same fraction of the current market price per share of Common Stock, unless the Board of Directors shall determine to adjust fractional shares in some other manner.

(ix) No adjustment in the number of shares of Common Stock into which each share of Convertible Preferred Stock is convertible shall be required unless such adjustment would require an increase or decrease of at least 1/100th of a share in the number of shares of Common Stock into which such share is then convertible; provided, however, that any adjustments which by reason of this subparagraph are not required to be made shall be carried forward and taken into account in any subsequent adjustment.

(x) Whenever any adjustment is required in the shares into which each share of Convertible Preferred Stock is convertible, the Company shall forthwith (i) file with the transfer agent for the Convertible Preferred Stock a statement describing in reasonable detail the adjustment and the method of calculation used and (ii) cause a copy of such notice to be mailed to the holders of record of the shares of Convertible Preferred Stock.

(c) The Company shall at all times reserve and keep available out of its authorized but unissued shares the full number of shares into which all shares of Convertible Preferred Stock from time to time outstanding are convertible.

(d) The Company will pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Convertible Preferred Stock. The Company shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of Common Stock in a name other than that in which the shares of Convertible Preferred Stock so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Company the amount of any such tax, or has established, to the satisfaction of the Company, that such tax has been paid.

PART C. Common Stock

I. Dividends. Subject to the foregoing provisions of this Article Sixth, such dividends (either in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock of the Company from time to time in accordance with the laws of the State of Maryland, and the Senior Preferred Stock and the Convertible Preferred Stock shall not be entitled to participate in any such dividends, whether payable in cash, stock or otherwise.

II. Voting Rights. Except when otherwise specifically provided by statute or by Part A or B above, the holders of Common Stock shall be entitled to one vote for each share of Common Stock standing in their names on the books of the Company at the election of directors and on any question arising at any meeting of the shareholders of the Company, the holders of

Convertible Preferred Stock and Common Stock voting at all times together as one class, together with any other class of stock of the Company accorded such general voting rights.

III. Preemptive Rights. Each holder of shares of Common Stock shall, as such holder, have the right, equally and ratably with other holders of shares of Common Stock according to their respective aggregate holdings of shares of Common Stock, and on such terms and conditions as the Board of Directors may determine; to purchase or subscribe for (a) any additional shares of Common Stock which the Company may hereafter issue or sell for cash, or (b) any other shares of stock, bonds, certificates of indebtedness, debentures or other securities which the Company may hereafter issue or sell for cash and which shall be convertible into or carry any right to purchase shares of Common Stock, except that shares of Common Stock may be sold, free of such preemptive rights, to employees of the Company pursuant to employee option or other benefit plans approved by the shareholders entitled to vote thereon. If and to the extent any such right is not exercised within a reasonable time (but not less than 10 days) as determined and prescribed by the Board of Directors, such additional shares of Common Stock or such other shares or securities may thereafter be issued and disposed of pursuant to resolutions of the Board of Directors, adopted either before or after any offering to shareholders as contemplated herein, to such persons, firms, corporations or other entities or groups and upon such terms and conditions (but at a price, without deduction of such reasonable compensation or discount, if any, as shall be paid or allowed for the sale, underwriting or purchase of such shares by underwriters or dealers, not less than that at which they were offered to holders of Common Stock) as may be deemed by the Board of Directors in the exercise of its discretion.

Seventh: The number of directors of the Company is ten (10), which number may be changed pursuant to the by-laws of the Company, but shall never be less than nine; and the names of the current directors who shall act until the next annual meeting are: Harry I. Bond, Richard C. Lucas, Eugene J. Meyung, Olan M. Nicely, James E. Neagan, Louis A. Simpson, Donald K. Smith, William B. Snyder, W. Alvon Sparks, Jr. and Edward N. Utley.

Eighth: The directors shall have power to make, alter or amend the by-laws, but any such by-laws made, altered or amended by the directors may be further altered or repealed by the shareholders.


Page 18

IN WITNESS WHEREOF, the Board of Directors of Government Employees Insurance Company, with the unanimous consent and approval of all shareholders of every class, has caused these Articles of Redomestication and Reincorporation to be signed on January 2, 1986.

Attest:

GOVERNMENT EMPLOYEES
INSURANCE COMPANY


John M. O'Connor
Secretary

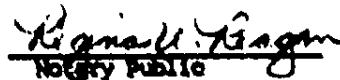
By: 
Donald K. Smith
Senior Vice President

(SEAL)

STATE OF MARYLAND)
) ss:
COUNTY OF MONTGOMERY)

I HEREBY CERTIFY, that on January 2, 1986, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Montgomery, personally appeared Donald K. Smith and John M. O'Connor, who acknowledged themselves to be Senior Vice President and Secretary, respectively, of Government Employees Insurance Company, and who being authorized so to do, executed the foregoing Articles of Redomestication and Reincorporation for the purposes therein contained.

(SEAL)


Regina H. Bagan
Notary Public

REGINA H. BAGAN
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

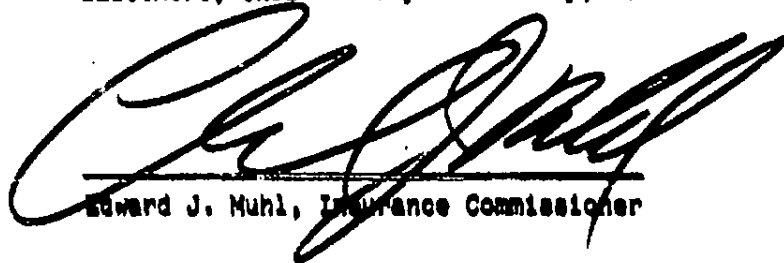
My commission expires July 1, 1986.

CERTIFICATE OF INSURANCE COMMISSIONER

I HEREBY CERTIFY, that the foregoing Articles of Redomestication and Reincorporation of the Government Employees Insurance Company (a Maryland Corporation), have been submitted to me for examination and have been found to be in accordance with the Insurance Laws of the State of Maryland.

IN WITNESS WHEREOF, I have hereunto
set my Hand and Affixed the Official
Seal of my Office in the City of
Baltimore, this 2nd day of January, 1986.




Edward J. Muhi, Insurance Commissioner

recognition of foreign laws pursuant to Article 48A
§ 249 A which provides that it shall be recognized
as formal under Fed. law as of the date of
authorization in its original jurisdiction, in this case,
November, 30, 1937.

CERTIFIED
COPY MADE

0228

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

TIME	MO.	DAY	YEAR
10:37	1	3	86
1456	ORG. & CAP. TAX		
86	PROPERTY TAX		
1505	75-CC	1425	
3081			A

(65)

att

80 75-SF65

Douglas Ruff
Legal Dept.
Geico

Geico Plaza

Wash., D.C. 20076

150V-C-2-24