

F.96000005877

Travelers Insurance
A member of citigroup



Melissa B. Gilligan, RP
Legal Specialist
Personal Lines Law, 19CP
Telephone: (860) 277-1556
Fax Number: (860) 277-2808

185 Asylum Ave. 19CP
Hartford CT 06183

April 2, 2002

Florida Department of State
Susan Payne
Senior Section Administrator
P.O. Box 6327
Tallahassee, FL 32314

600005506256--0
-05/13/02--01063--006
*****35.00 *****35.00

Re: Letter Number: 902A00019254

Dear Ms. Payne:

In response to your letter dated April 2, 2002, attached please find our Amended Application and certificate of Amendment from Delaware for Travelers Distribution Alliance, Inc. Also enclosed please find a check made payable to the Florida Department of State in the amount of thirty-five dollars (\$35.00).

At your earliest convenience please file all documents accordingly. In addition, I would appreciate it if you would return a photocopy of the filing to me for our files. Should you have any questions please contact me at the above referenced number. Thank you for your assistance.

Yours truly,

Melissa B. Gilligan

Melissa B. Gilligan

Attachments

FILED
02 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MC Amended
5/13/02
38

Melissa gave
OK to correct
doc. (28)

PROFIT CORPORATION

SECTION I

1. Secure Affinity Agency, Inc.

Name of corporation as it appears on the records of the Department of State.

2 Delaware

Incorporated under laws of

3. 11/8/96

Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of

its jurisdiction of incorporation? 3/6/02

5 Travelers Distribution Alliance, Inc.

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

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.

Signature _____

Vice President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Mark Mastrianni

Typed or printed name

FILED

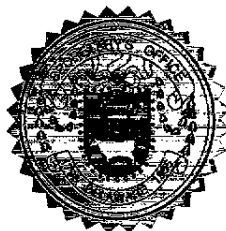
02 MAY 13 PM 3:42

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SECURE AFFINITY AGENCY, INC.", CHANGING ITS NAME FROM "SECURE AFFINITY AGENCY, INC." TO "TRAVELERS DISTRIBUTION ALLIANCE, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.



2666462 8100

020217029

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1737528

DATE: 04-23-02

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION OF
SECURE AFFINITY AGENCY, INC.

* * * *

SECURE AFFINITY AGENCY, INC., a Delaware corporation (the "Company"),
does hereby certify:

FIRST: Article FIRST of the Certificate of Incorporation of the Company is
hereby amended to read in its entirety as set forth below:

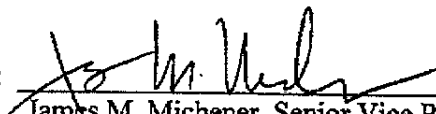
FIRST: The name of the Corporation is Travelers Distribution
Alliance, Inc. (hereinafter the "Corporation").

SECOND: The foregoing amendment has been duly adopted in accordance with
the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate to be
executed as of this 21st day of February, 2002.

THE TRAVELERS INDEMNITY COMPANY

By:


James M. Michener, Senior Vice President,
General Counsel and Corporate Secretary