

~~05 171-0933~~CHARTER NUMBER: 923138
ROLL AND FRAME: 5471-0933OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/04/96

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
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AMERICAN STANDARD INSURANCE COMPANY OF OHIO	96032756101	AMD	35.00
	96032756101	MIS	10.00

1J0689

RETURN TO: BRICKER & ECKLER
ATTN P ADAMS
100 S THIRD ST
COLUMBUS OH 43215

TOTAL : 45.00

0377

05471-0933



The State of Ohio

Bob Taft

Secretary of State

923138

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD MIS

of:

AMERICAN STANDARD INSURANCE COMPANY OF OHIO

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5471 at Frame 0935 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 27TH day of MARCH .

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05471-0933

**CERTIFICATE OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
AMERICAN STANDARD INSURANCE COMPANY OF OHIO**

923138
APPROVED
By CR
Date 3-27-96
Amount 35.00
0603073401

Each of the undersigned, President and Secretary, respectively, of American Standard Insurance Company of Ohio (the "Corporation") does hereby certify that the following resolutions amending the Articles of Incorporation of the Corporation were duly adopted pursuant to Section 1701.54 of the Ohio Revised Code, by the unanimous written consent of the sole shareholder entitled to notice of a meeting for such a purpose:

RESOLVED, that the first paragraph of Article 6 of the Articles of Incorporation of the Corporation be, and it hereby is, amended by deleting the same in its entirety and replacing it with the following:

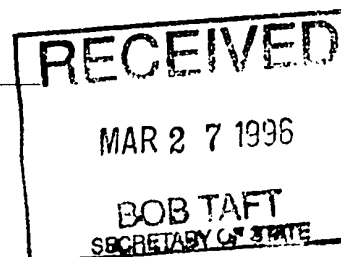
The Corporation shall be governed and its powers exercised by the duly constituted Board of Directors which may act through such persons and officers as it shall designate or elect. The Board of Directors shall consist of such number of persons, not less than five nor more than twenty-one, as the shareholders shall by resolution determine.

RESOLVED FURTHER, that the President and Secretary or other appropriate officers are authorized and directed to certify adoption of the foregoing resolution, to file such certificate with the Secretary of State, and to take all action necessary to effect the foregoing amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned do hereby execute this Certificate this 6th day of February, 1996.

Harvey R. Pierce
Harvey R. Pierce, President

James F. Eldridge
James F. Eldridge, Secretary



05-171-0933

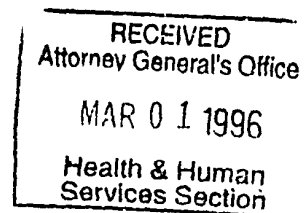


State Of Ohio

Department of Insurance2100 Stella Court Columbus, Ohio 43215-1067
Telephone 614/644-2640 Fax 614/644-3742George V. Voinovich
GovernorHarold T. Duryee
Director

February 27, 1996

Nancy Johnston, Esq.
Assistant Attorney General
Office of The Attorney General
Health & Human Services Section
30 E BROAD ST 26th FL
COLUMBUS OH 43215-3428



Re: Amended Articles of Incorporation, American Standard Insurance Company of Ohio

Dear Ms. Johnston:

Enclosed please find a Certificate of Amendment to the Articles of Incorporation of the above-referenced company dated February 6, 1996, and a copy of the Articles of Incorporation as they now are in effect.

Based upon my review, the Department extends its preclearance to the amendment, which removes the requirement that a majority of directors be Ohio residents.

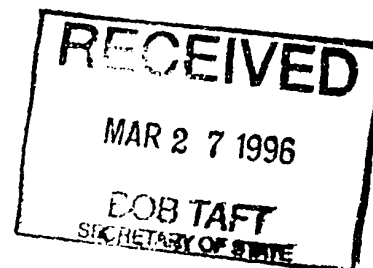
Very truly yours,

Carol S. Schaefer
Staff Counsel
Office of Legal Services

CSS/baw

cc: Laurie A. Briggs, Esq.

Enclosure



05171-0933



**Attorney General
Betty D. Montgomery**

March 22, 1996

Honorable Robert Taft
Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

ATTN: KATHIE MCCLURG
OFFICE MANAGER

Re: American Standard Insurance Company of Ohio

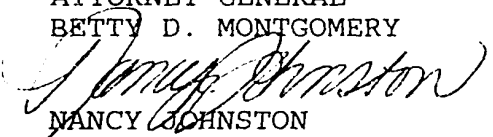
Dear Sir:

I have reviewed the amended Articles of Incorporation for American Standard Insurance Company of Ohio. I have discussed the same with the Ohio Department of Insurance which has expressed its approval of the articles in question.

Based upon my examination of these articles and my review of the relevant statutes, I find the articles to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Very truly yours,

ATTORNEY GENERAL
BETTY D. MONTGOMERY


NANCY JOHNSTON
Assistant Attorney General
Health and Human Services Section
26th Floor
(614) 466-8600

nj
Enclosures
cc: Carol Schaefer

