

CERTIFICATE OF INCORPORATION
OF
PRESIDENTIAL LIFE CORPORATION

1. The name of the corporation is Presidential Life Corporation (the "Corporation").
2. The address of the Corporation's registered office in the state of Delaware is 1013 Centre Road, Wilmington, New Castle County, Delaware 19805. Corporation Service Company is the Corporation's registered agent at that address.
3. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.
4. The Corporation shall have authority to issue One Hundred Million (100,000,000) shares of Common Stock, par value one cent (\$0.01) per share.
5. The Board of Directors shall have the power to adopt, amend or repeal By-laws of the Corporation, subject to the right of the stockholders of the Corporation to adopt, amend or repeal any By-law.
6. The Corporation shall, to the fullest extent permitted by the provisions of the General Corporation Law of Delaware, as now or hereafter in effect, indemnify all persons whom it may indemnify under such provisions. The indemnification provided by this Section shall not limit or exclude any rights, indemnities or limitations of liability to which any person may be entitled whether as a matter of law, under the By-laws of the Corporation, by agreement, vote of the stockholders or disinterested directors of the Corporation or otherwise.
7. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of Subsection (b) of Section 102 of the General Corporation Law of Delaware, as the same may be amended and supplemented.
8. The election of directors of the Corporation need not be by written ballot, unless the By-laws of the Corporation otherwise provide.

9. Herbert Kurz is the sole incorporator and his mailing address is c/o Presidential Life Corporation, 69 Lydecker Street, Nyack, New York 10960.

Dated: June 8, 1993



Herbert Kurz
Sole Incorporator