



PRESIDENTIAL LIFE INSURANCE COMPANY

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the annexed copy of Declaration and Charter of PRESIDENTIAL LIFE INSURANCE COMPANY, of Nyack, New York, as filed in this Department, May 19, 1965 with Amendments to date,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.

In Witness Whereof, I have here-unto set my hand and affixed the official seal of this Department at the City of Albany, this 10th day of October, 2001.

signature on file (SEAL)

Special Deputy Superintendent

**DECLARATION OF INTENTION AND CHARTER OF
PRESIDENTIAL LIFE INSURANCE COMPANY**

We, the undersigned, all being natural persons of full age, and at least two-thirds of us citizens of the United States, and at least one of us a resident of the State of New York, do hereby declare our intention to form a corporation for the purpose of doing the kinds of insurance business authorized by Paragraphs 1, 2 and 3 Section 46 of the Insurance Law of the State of New York, and for that purpose do adopt the following Charter, to wit:-

CHARTER

Section 1. The name of this corporation shall be PRESIDENTIAL LIFE INSURANCE COMPANY.

Section 2. The Principal office of this company shall be located in New City, County of Rockland, State of New York.

Section 3. The kinds of insurance business to be transacted by the corporation shall be as authorized by Section 46, Paragraphs 1, 2 and 3 of Insurance Law of the State of New York.

- i. "Life insurance," meaning every insurance upon the lives of human beings and every insurance appertaining thereto. The business of life insurance shall be deemed to include the granting of endowment benefits; additional benefits in the event of death by accident or accidental means; additional benefits operating to safeguard the contract from lapse, or to provide a special surrender value, in the event of total and permanent disability of the insured; and optional modes of settlement of proceeds.
- ii. "Annuities," meaning all agreements to make periodical payments where the making or continuance of all or of some of a series of such payments, or the amount of any such payment, is dependent upon the continuance of human life, except payments made under the authority of paragraph one.

Any such agreement made in connection with a qualified pension, profit-sharing or annuity plan may provide that any amounts paid to the insurer to provide annuities shall be allocated by the insurer to one or more separate accounts.

- iii. "Accident and health insurance," meaning (a) Insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including

insurance providing disability benefits pursuant to article nine of the workmen's compensation law, except as specified in subparagraph (b) following; and

(b) Non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury, (but not including insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date.

Section 4. The mode and manner in which the corporation powers of this corporation shall be exercised are through a board of directors and through such officers and agents as such board shall empower.

Section 5. The number of directors of this corporation shall be not less than thirteen (13) nor more than nineteen (19), and in no case shall the number of directors be less than thirteen (13).

Section 6. The directors of the corporation shall be elected at the annual meeting of stockholders of the corporation.

The annual meeting of the stockholders of the corporation shall be held on the first Tuesday of April each and every year, or if the first Tuesday of April in any year be a legal holiday then the next succeeding business day. At such annual meeting not less than thirteen directors shall be elected for the ensuing year, the directors to take office immediately upon election and to hold office until the next annual meeting and until their successors are elected. At each annual meeting, each stockholder of record on the books of the corporation, who shall have held his shares in his own name for at least thirty days prior to the meeting, shall be entitled to one vote in person or by proxy for each share of stock so held by him. Directors shall be chosen and elected by plurality for the whole number of shares voted at the meeting.

Whenever any vacancies shall occur in the board of directors by death, resignation or removal or otherwise, the remaining members of the board, at a meeting called for that purpose, or at any regular meeting shall elect a director or directors to fill the vacancy or vacancies thus occasioned, and each director so elected shall hold office for the unexpired term of the director whose place he has taken.

Section 7. Each director shall be at least 21 years of age and at all times a majority of the directors of this corporation shall be citizens and residents of this State of adjoining States, and not less than three thereof shall be residents of this state.

Section 8. The names and post office addresses of the directors shall serve until the first annual meeting of this Corporation are:

HERBERT KURZ	residing at	9 Richard Drive West Nyack, New York
AARON L. JACOBY	residing at	15 Clark Street Brooklyn, New York
B. BERNARD GREIDINGER	residing at	8100 Bay Parkway Brooklyn, New York
FREDERICK PALMER	residing at	North Broadway Upper Nyack, New York
CALLMAN GOTTESMAN	residing at	391 Eastwood Road Woodmere, New York
HAROLD LEVIN	residing at	912 Fifth Avenue New York, New York
DAVID SCRIBNER	residing at	160 East 88 th Street New York City, N.Y.
SIDNEY RIVKIN	residing at	3 Washington Square Village New York, New York
ALBERT C. STEHLE	residing at	37 Praire Avenue Suffern, New York
WILLIAM NEEDLE	residing at	229 Storer Avenue New Rochelle, New York
KENNETH B. CLARK	residing at	17 Pinecrest Drive Hastings-on-Hudson, New York
MORTON B. SILBERMAN	residing at	270 Blauvelt Road Pearl River, New York
BURTON H. HANFT	residing at	23 Pebble Lane, Roslyn Heights, New York
IRVING L. SCHWARTZ	residing at	10 East End Avenue New York, New York

Section 9. The duration of the corporate existence of this corporation shall be perpetual.

Section 10. The amount of the capital of this corporation shall be One Million Dollars (\$1,000,000) to consist of Five hundred thousand (500,000 shares of capital stock each having a par value of Two Dollars (\$2.00).

Section 11. The board of Directors, at a meeting held at any time prior to the first annual meeting of the members, and thereafter at its annual meeting, which shall be held immediately after the annual meeting of the members, shall elect from its own number a President, a Secretary and a Treasurer, and it may at its option at any time appoint or elect such other officers as shall be provided in the by-laws. In case a quorum is not present at such meeting, the same shall be adjourned to another day by the directors present. Officers elected by the Board shall respectively hold office until the next annual meeting, and until their successors are chosen and have qualified. Other officers shall serve at the pleasure of the Board, unless otherwise provided in the bylaws. Vacancies in the elective offices occurring in the interval between annual meetings may be filled at any time by the Board of Directors, and a person so elected shall hold office until his successor is chosen and has qualified.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals this 18th day of March

Herbert Kurz (signature on file) L.S.
HERBERT KURZ

Aron L. Jacoby (signature on file) L.S.
AARON L. JACOBY

B. Bernard Greidinger (signature on file) L.S.
B. BERNARD GREIDINGER

Frederick Palmer (signature on file) L.S.
FREDERICK PALMER

Callman Gottesman (signature on file) L.S.
CALLMAN GOTTESMAN

Harold Levin (signature on file) L.S.
HAROLD LEVIN

David Scribner (signature on file) L.S.
DAVID SCRIBNER

Sidney Rivkin (signature on file) L.S.
SIDNEY RIVKIN

Albert C. Stehle (signature on file) L.S.

ALBERT C. STEHLE

William Needle (signature on file) L.S.
WILLIAM NEEDLE

Kenneth B. Clark (signature on file) L.S.
KENNETH B. CLARK

Morton B. Silberman (signature on file) L.S.
MORTON B. SILBERMAN

John J. Lynch (signature on file) L.S.
JOHN J. LYNCH

STATE OF New York)

) ss.:

COUNTY OF New York

On this 18th day of March, 1965, before me personally came HERBERT KURZ, AARON I. JACOBY, B. BERNARD GREIDINGER, FREDERICK PALMER, CALLMAN GOTTESMAN, HAROLD LEVIN, JOHN J. LYNCH, DAVID SCRIBNER, SIDNEY RIVKIN, ALBERT C. STEHLE, WILLIAM NEEDLE, KENNETH B. CLARK, MORTON B. SILBERMAN, to me personally known and known to me to be the persons who executed the foregoing instrument, and they severally duly acknowledged before me that they executed the same.

(signature on file)

Notary Public

signature on file (SEAL)

Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, Chairman of the Board, and DONNA MONACELLI, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. In accordance with Section 801 (b) (14) of the Business Corporation Law, the Charter is hereby amended as follows:

“Section 11. The Board of Directors, at a meeting held at any time prior to the first annual meeting of the members, and thereafter at its annual meeting, which shall be held immediately after the annual meeting of the members, shall elect a President, a Secretary and a Treasurer, and it may at its option at any time appoint or elect such other officers as shall be provided in the by-laws. Any two or more offices may be held by the same person, except the offices of President and Secretary. In case a quorum is not present at such meeting, the same shall be adjourned to another day by the directors present. Officers elected by the Board shall respectively hold office until the next annual meeting, and until their successors are chosen and have qualified. Other officers shall serve at the pleasure of the Board, unless otherwise provided in the by-laws. Vacancies in the elective offices occurring in the interval between annual meetings may be filled at any time by the Board of Directors, and a person so elected shall hold office until his successor is chosen and has qualified.”

4. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 22nd day of March 1994.

Herbert Kurz (signature on file)
Herbert Kurz, Chairman of the Board

Donna Monacelli (signature on file)
Donna Monacelli, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF ROCKLAND)

DONNA MONACELLI, being duly sworn, deposes and says that she is the Secretary of Presidential Life Insurance Company, the corporation named on the within Certificate of Amendment; that she has read the foregoing certificate and knows the contents thereof; that the same is true to her own knowledge.

Donna Monacelli (signature on file)
Donna Monacelli

Sworn to before me this
22nd day of March, 1994

Doreen T. Pompa (signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. The charter is amended as authorized by Section 801 (b) (9) of the Business Corporation Law, to increase the par value of the authorized and issued shares of capital stock from Four and 22/100 Dollars (\$4.22) to Five and 265/100 Dollars (\$5.265) per share.
4. Section 10 of the charter, which contains the statement with respect to authorized shares, is hereby amended as follows:

“Section 10. The amount of the capital of this corporation shall be \$2,500,875, to consist of 475,000 shares of capital stock each share having a par value of \$5.265.”
5. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 4th day of April 1990.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of Presidential Life Insurance Company, the corporation named on the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
4th day of April, 1990

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. The charter is amended as authorized by Section 801 (b) (9) of the Business Corporation Law, to increase the par value of the authorized and issued shares of capital stock from Three and 16/100 Dollars (\$3.16) to Four and 22/100 Dollars (\$4.22) per share.
4. Section 10 of the charter, which contains the statement with respect to authorized shares, is hereby amended as follows:

"Section 10. The amount of the capital of this corporation shall be \$2,004,500, to consist of 475,000 shares of capital stock, each share having a par value of \$4.22."
5. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 18th day of November, 1981.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
18th day of November, 1981

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. The charter is amended as authorized by Section 801 (b) (9) of the Business Corporation Law, to increase the par value of the authorized and issued shares of capital stock from Two and 53/100 Dollars (\$2.53) to Three and 16/100 Dollars (\$3.16) per share.
4. Section 10 of the charter, which contains the statement with respect to authorized shares, is hereby amended as follows:

“Section 10. The amount of the capital of this corporation shall be \$1,501,000, to consist of 475,000 shares of capital stock, each share having a par value of \$3.16.”
5. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 17th day of August, 1981.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
17th day of August, 1981

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.

2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.

3. The charter is amended as authorized by Section 801 (b) (9) of the Business Corporation Law, to increase the par value of the authorized and issued shares of capital stock from Two and 32/100 Dollars (\$2.32) per share to Two and 53/100 Dollars (\$2.53) per share.

4. Section 10 of the charter, which contains the statement with respect to authorized shares, is hereby amended as follows:

“Section 10. The amount of the capital of this corporation shall be \$1,201,750, to consist of 475,000 shares of capital stock, each share having a par value of \$2.53.”

5. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 21st day of April, 1981.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
21st day of April, 1981

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.

2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.

3. The charter is amended as authorized by Section 801 (b) (9) of the Business Corporation Law, to increase the par value of the authorized and issued shares of capital stock from Two and 12/100 Dollars (\$2.12) per share to Two and 32/100 Dollars (\$2.32) per share.

4. Section 10 of the charter, which contains the statement with respect to authorized shares, is hereby amended as follows:

“Section 10. The amount of the capital of this corporation shall be \$1,102,000, to consist of 475,000 shares of capital stock, each share having a par value of \$2.32.”

5. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 17th day of April, 1978.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
17th day of April, 1978

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. The charter is amended as authorized by Section 801 (b) (9) of the Business Corporation Law, to increase the par value of the authorized and issued shares of capital stock from Two Dollars (\$2.00) per share to Two and 12/100 Dollars (\$2.12) per share.
4. Section 10 of the charter, which contains the statement with respect to authorized shares, is hereby amended as follows:

“Section 10. The amount of the capital of this corporation shall be \$1,007,000, to consist of 475,000 shares of capital stock, each share having a par value of \$2.12.”
5. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 21st day of March, 1974.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
21st day of March, 1974

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. The charter is amended as authorized by Section 801 of the Business Corporation Law, to effect the following amendment:

Section 10 of the charter, which contains the statement with respect to authorized shares is hereby amended as follows:

“Section 10. The amount of the capital of this corporation shall be \$950,000, to consist of 475,000 shares of capital stock, each share having a par value of \$2.00. The stated capital of the corporation is reduced from \$1,000,000 to \$950,000.”

4. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 12th day of December, 1973.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
12th day of December, 1973

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. The charter is amended as authorized by Section 801 of the Business Corporation Law, to effect the following amendment:

Section 10 of the charter, which contains the statement with respect to authorized shares is hereby amended as follows:

“Section 10. The amount of the capital of this corporation shall be \$1,000,000, to consist of 500,000 shares of capital stock, each share having a par value of \$2.00. The stated capital of the corporation is increased from \$950,000 to \$1,000,000.”

4. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 27th day of May 1968.

/s/ Herbert Kurz

Herbert Kurz, President

/s/ Callman Gottesman

Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

/s/ Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
27th day of May 1968

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. The charter is changed by changing Section 2 which sets forth the location of the company's office to read as follows:

"Section 2. The principal office of this company shall be located in the County of Rockland, State of New York."
4. The change of the charter of the corporation was approved by or pursuant to authorization of the board of directors.

IN WITNESS WHEREOF, this certificate has been signed this 18th day of April 1967.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Change; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
18th day of April 1967

(signature on file)
Notary Public

signature on file (SEAL)
Notary Public of New York

CERTIFICATE OF AMENDMENT OF CHARTER
OF
PRESIDENTIAL LIFE INSURANCE COMPANY

(Under Section 805 of the Business Corporation Law)

We, the undersigned, HERBERT KURZ, President, and CALLMAN GOTTESMAN, Secretary, respectively, of PRESIDENTIAL LIFE INSURANCE COMPANY, hereby certify:

1. The name of the corporation is PRESIDENTIAL LIFE INSURANCE COMPANY.
2. The charter of the corporation was filed with the New York State Insurance Department on the 19th day of March, 1965.
3. The charter is amended as authorized by Section 801 of the Business Corporation Law, to effect the following amendment:.

Section 10 of the charter, which contains the statement with respect to authorized shares is hereby amended as follows:

“Section 10. The amount of the capital of this corporation shall be \$950,000, to consist of 475,000 shares of capital stock, each share having a par value of \$2.00. The stated capital of the corporation is reduced from \$1,000,000 to \$950,000.”

4. The foregoing amendment to the charter was authorized by vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this certificate has been signed this 15th day of April 1967.

Herbert Kurz (signature on file)
Herbert Kurz, President

Callman Gottesman (signature on file)
Callman Gottesman, Secretary

STATE OF NEW YORK)
 SS.:
COUNTY OF NEW YORK)

CALLMAN GOTTESMAN, being duly sworn, deposes and says that he is the Secretary of PRESIDENTIAL LIFE INSURANCE COMPANY, the corporation named in the within Certificate of Amendment; that he has read the foregoing certificate and knows the contents thereof; that the same is true to his own knowledge.

Callman Gottesman (signature on file)
Callman Gottesman

Sworn to before me this
15th day of April 1967

(signature on file)

Notary Public

signature on file (SEAL)
Notary Public of New York