

845157

GRANGER,
SANTRY &
HEATH, P.A.

ATTORNEYS AND COUNSELORS

MAILING ADDRESS:
POST OFFICE BOX 14129
TALLAHASSEE, FLORIDA 32317
(850) 385-3800

2833 REMINGTON GREEN CIRCLE
(CAPITAL CIRCLE NORTHEAST)

FACSIMILE: (850) 385-3862

HTTP://WWW.GSMH.COM

November 30, 1998

SHARON A. DI MURO *
SUSAN S. FOLTZ
MICHAEL L. GRANGER
DAVID P. HEATH
VICTORIA E. HEULER
JAIME D. LIANG
CHAD S. LUCAS
ELIZABETH J. MAYKUT
GEORGE G. RASKY
MINDY K. RAYMAKER
FRANK J. SANTRY
DAVID P. STEFFEN

*ALSO ADMITTED IN GEORGIA

VIA HAND DELIVERY

The Honorable Sandra Mortham
Division of Corporations
Gaines Street
Tallahassee, FL 32314

800002697788--6
-11/30/98--01066--012
*****43.75 *****43.75

RE: PROVIDIAN AUTO & HOME INSURANCE COMPANY
Change of Name to Worldwide Insurance Company

Dear Ms. Mortham:

Enclosed are documents necessary to effect the above-referenced name change. A check in the amount of \$43.75 is also enclosed to cover the fee.

Please use the enclosed envelope to provide us with the Certificate of Status and Amendment to the Application of a Foreign Corporation reflecting this change. Please call us at 385-3800 when these documents are ready and we will send a runner to pick them up.

Thank you for your assistance. Please call with any questions.

Sincerely,

GRANGER, SANTRY & HEATH, P.A.

Beth Maykut
Elizabeth J. Maykut

EJM

Enclosures: as referenced.

RECEIVED
NOV 30 PM 2:42

Call when ready 385-3800

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -7 PM 3:06

FILED

Dec 12/17



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1998

ELIZABETH J. MAYKUT
GRANGER, SANTRY & HEATH, P.A.
P.O. BOX 14129
TALLAHASSEE, FL 32317

SUBJECT: PROVIDIAN AUTO AND HOME INSURANCE COMPANY
Ref. Number: 845157

We have received your document for PROVIDIAN AUTO AND HOME INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show the date authorized to do business in Florida is February 5, 1980. Please correct your document accordingly.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00056799

GRANGER, SANTRY & HEATH, P.A.

ATTORNEYS AND COUNSELORS

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(850) 385-3800

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HTTP://WWW.GSMH.COM

December 7, 1998

SHARON A. DI MURO *
SUSAN S. FOLTZ
MICHAEL L. GRANGER
DAVID P. HEATH
VICTORIA E. HEULER
JAIME D. LIANG
CHAD S. LUCAS
ELIZABETH J. MAYKUT
GEORGE G. RASKY
MINDY K. RAYMAKER
FRANK J. SANTRY
DAVID P. STEFFEN

*ALSO ADMITTED IN GEORGIA

VIA HAND DELIVERY

Teresa Brown
Corporate Specialist
Division of Corporations
Gaines Street
Tallahassee, FL 32314

RE: PROVIDIAN AUTO & HOME INSURANCE COMPANY
Change of Name to Worldwide Insurance Company
(Worldwide Underwriters Insurance Company in Florida)

Dear Ms. Brown:

Enclosed are documents necessary to effect the above-referenced name change. Similar documents were delivered on November 30, 1998, but they were returned under cover of the enclosed letter indicating that Worldwide Insurance Company was not available for use in Florida. Enclosed is a corporate resolution showing the adoption of Worldwide Underwriters Insurance Company for use in Florida. We have not enclosed an additional check as we understand that you have held our earlier check in the amount of \$43.75 to cover the fee.

Please use the enclosed envelope to provide us with the Certificate of Status and Amendment to the Application of a Foreign Corporation reflecting this change. Call us at 385-3800 when these documents are ready and we will send a runner to pick them up.

We greatly appreciate the assistance you have provided on this matter over the last week. Please call with any questions.

Sincerely,

GRANGER, SANTRY & HEATH, P.A.



Elizabeth J. Maykut

Enclosures: as referenced.

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)

FILED
98 DEC -7 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Providian Auto and Home Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Missouri
Incorporated under laws of
3. February 5, 1980
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? November 5, 1998
5. Worldwide 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.
6. If the amendment changes the period of duration, indicate new period of duration.
- No change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No change
New Jurisdiction

Mary Ann Malihyak
Signature

Mary Ann Malihyak
Typed or printed name

December 4, 1998

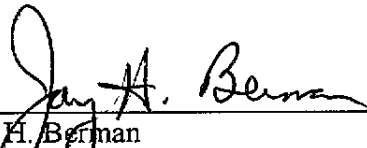
Date

Assistant Secretary
Title

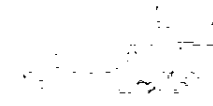
CERTIFICATION

I, Jay H. Berman, Vice President and Secretary of Worldwide Insurance Company, a Missouri corporation, do hereby certify that attached is a true and correct copy of the Record of the Action of the President, dated December 3, 1998, authorizing the use of an alternate name for transacting business in the State of Florida, which resolution is still in full force and effect.

(Seal)



Jay H. Berman
Vice President and Secretary


December 3, 1998
Date

WORLDWIDE INSURANCE COMPANY

Record of Action by President

December 3, 1998

I, the undersigned, being the Senior Vice President President of Worldwide Insurance Company (the "Company") do hereby adopt the following resolution:

WHEREAS, Providian Auto and Home Insurance Company is authorized to transact business in the State of Florida; and

WHEREAS, on October 15, 1998, the company changed its name to Worldwide Insurance Company; and

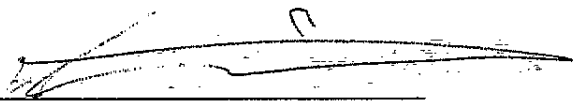
WHEREAS, the name Worldwide Insurance Company is not available for use in the State of Florida; and

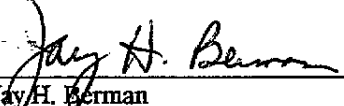
WHEREAS, pursuant to §607.1506(1)(b), the company wishes to transact business in the State of Florida in the alternate name of Worldwide Underwriters Insurance Company;

NOW THEREFORE BE IT RESOLVED, that I, Edward A. Biemer, Senior Vice President of Worldwide Insurance Company, hereby authorize the adoption of the name Worldwide Underwriters Insurance Company for use in the State of Florida.

IN WITNESS WHEREOF, the undersigned, Edward A. Biemer, Senior Vice President of Worldwide Insurance Company, have hereunto set my hand and the seal of the Company as of the 3rd day of December, 1998.

Attest:

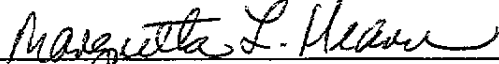

Edward A. Biemer
Senior Vice President

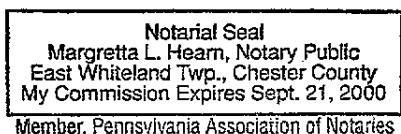

Jay H. Berman
Secretary

Commonwealth of Pennsylvania }
 }
County of Chester }
 } ss

On this, the 3rd day of December, 1998, before me personally appeared Edward A. Biemer, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and office seal.


Margretta L. Hearn
Notary Public



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

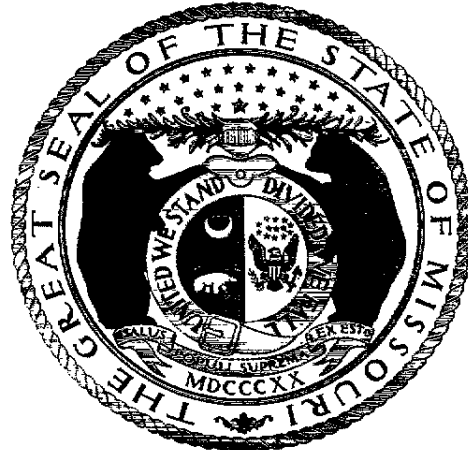
CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

WORLDWIDE INSURANCE COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 19TH DAY OF NOVEMBER, 1998.

Rebecca McDowell Cook
Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE
STATE OF MISSOURI, DO HEREBY CERTIFY THAT

WORLDWIDE INSURANCE COMPANY

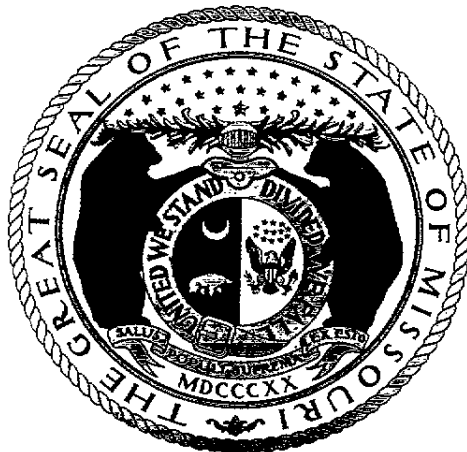
FORMERLY,

PROVIDIAN AUTO AND HOME INSURANCE COMPANY

A CORPORATION ORGANIZED UNDER THE LAWS OF MISSOURI, HAS DELIVERED
TO ME AND THAT I HAVE FILED ITS CERTIFICATE OF AMENDMENT OF ITS
ARTICLES OF INCORPORATION; THAT SAID CORPORATION HAS IN ALL
RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE
AMENDMENT OF ARTICLES OF INCORPORATION AND THAT SAID ARTICLES
ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
5TH DAY OF NOVEMBER, 1998.

Rebecca McDowell Cook
Secretary of State



\$5525.00

**CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF
INSURANCE**

(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: November 5, 1998

A.W. McPherson

A.W. McPherson
Acting Director
State of Missouri

**FILED AND CERTIFICATE
ISSUED**

NOV 05 1998

Rebecca McDowell Cook
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION OF
PROVIDIAN AUTO AND HOME INSURANCE COMPANY

Pursuant to the provisions of Section 375.201 RSMo., 1986, this Company amended its Articles of Incorporation. This Certificate of Amendment and Restatement, prepared in accordance with Section 375.221, is hereby filed with the Director of Insurance, State of Missouri, pursuant to Section 375.206.

The Company states as follows:

1. The name of the corporation is Worldwide Insurance Company.
2. The shareholders of the Company at a meeting held on the 9th day of October, 1998, pursuant to notice in accordance with the By-Laws of the Company, adopted, by resolution, Amended and Restated Articles of Incorporation.
3. The Amended and Restated Articles of Incorporation of the Company duly adopted are as follows:

ARTICLE I
BUSINESS TO BE UNDERTAKEN

The business purpose to be undertaken by this corporation is to transact the business of insuring persons and organizations against any and all of the hazards as may be authorized or permitted for stock insurance corporations under the laws of the State of Missouri as they are now or as they may hereafter be enacted or amended, and to reinsure those same hazards and at the option of the corporation to issue participating policies of insurance in respect to any of such hazards; and to have, exercise and enjoy, without limitation, all of the powers, privileges and rights conferred upon or permitted to stock insurance corporations which are necessary or convenient to effect any or all of the purposes for which such corporations may now or hereafter be organized under the laws of the State of Missouri.

ARTICLE II
NAME

The name of this corporation is Worldwide Insurance Company.

ARTICLE III
LOCATION

The home office and principal place of business of this corporation shall be located at 11975 Westline Drive, in the City of Maryland Heights, the County of St. Louis and the State of Missouri. The main administrative office, mail address, and primary location of books and records of this corporation shall be 20 Moores Road, Frazer, Pennsylvania, 19355.

ARTICLE IV
PERIOD OF EXISTENCE

The period of existence of this corporation shall be perpetual.

ARTICLE V
CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be ten thousand shares, and shall consist of one class only, designated as common shares, each with a par value of one thousand five hundred (\$1,500) dollars.

ARTICLE VI
REGISTERED OFFICE

The address of the registered office is 11975 Westline Drive, St. Louis, Missouri, 63146.

ARTICLE VII
REGISTERED AGENT

The name of the registered agent at the address of the registered office is Vice President of Operations.

ARTICLE VIII
OFFICERS AND DIRECTORS

1. The principal officers of the corporation shall be a chairman of the board, a president, one or more vice presidents (one or more of whom may be designated as executive vice president or senior vice president), a secretary and a treasurer. The board of directors may provide for the election or appointment of such additional officers as it may deem for the best interest of the corporation.
2. The number of directors of the corporation constituting the initial board of directors shall be ten, and thereafter the number of directors of the corporation shall not be less than four nor more than eighteen, the actual number thereof, within said limits, to be fixed by the by-laws of the corporation.

ARTICLE IX
ELECTION AND TERMS OF DIRECTORS

1. At the first annual meeting of the stockholders, and at each annual meeting thereafter, the number of directors then fixed by the by-laws shall be elected for terms of one year. Directors shall serve during the terms for which they are elected and qualified, but any director shall be eligible for re-election.
2. A director may be removed from the office by the affirmative vote of a majority of the outstanding shares entitled to vote at the election of such director, taken at an annual meeting of the stockholders, or at a special meeting of the stockholders called for that purpose.
3. Any vacancy in the board of directors, unless otherwise provided by law, may be filled by an affirmative vote of the majority of the directors then in office, and such director so elected shall serve until the next annual meeting of the stockholders at which time a director shall be elected by the stockholders.

ARTICLE X
FISCAL YEAR

The fiscal year of the corporation shall terminate on the 31st day of December of each year.

ARTICLE XI
RESTRICTIONS AND TRANSFER OF STOCK

The transfer of shares of stock of the corporation may be restricted, provided that any such restriction shall be stated upon the certificate representing the shares so restricted.

ARTICLE XII
PRE-EMPTIVE RIGHTS

No stockholder shall, because of his ownership of shares, have a pre-emptive or other right to purchase, subscribe for, or take any part of any shares or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of the corporation issued, optioned or sold by it after its incorporation.

ARTICLE XIII
AMENDMENTS

These Articles may be amended in the manner authorized by the law at the time of amendment.

ARTICLE XIV
SPECIAL SHAREHOLDER MEETINGS

Any action that is contemplated by or may be taken at an Annual Meeting of the Shareholders may also be taken at a Special Meeting of the Shareholders.

CERTIFICATION

I, Mary Ann Malinyak, Assistant Secretary of Worldwide Insurance Company, formerly Providian Auto and Home Insurance Company, a Missouri corporation, do hereby certify that attached is a true and correct copy of the unanimous written consent of the Board of Directors, dated October 9, 1998, amending the Articles of Incorporation and the By-Laws to change the company's name, which resolutions are still in full force and effect.

(Seal)

Mary Ann Malinyak
Mary Ann Malinyak
Assistant Secretary

October 27, 1998
Date

PROVIDIAN AUTO AND HOME INSURANCE COMPANY

Record of Unanimous Action of the Board of Directors

October 9, 1998

The undersigned, being all of the members of the Board of Directors of Providian Auto and Home Insurance Company (the "Company"), acting pursuant to the By-Laws of the Corporation and Section 351.340 of the General and Business Corporation Law of Missouri, do hereby adopt the following resolutions in lieu of holding a special meeting of the Board of Directors of the Company:

WHEREAS, the transaction for the purchase of the Company by Cendant Corporation has been terminated by Cendant Corporation, the Company will not be changing its name as indicated in the Board Resolution dated January 13, 1998;

NOW THEREFORE BE IT RESOLVED, that the Articles of Incorporation of the Company be and they hereby are amended by striking out Article II and substituting therefor the following:

"ARTICLE II. NAME. The name of this corporation shall be
Worldwide Insurance Company."

FURTHER RESOLVED, that the By-Laws of the Company be and they hereby are amended by striking out the title and substituting therefor the following: "BY-LAWS OF WORLDWIDE INSURANCE COMPANY."

FURTHER RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed to submit the proposed Amendment to the Articles of Incorporation to a vote of the shareholder of the Company at a Special Meeting to be held on October 9, 1998; and to take all actions which may be necessary or appropriate to effectuate the foregoing resolution.

FURTHER RESOLVED, that, upon approval of the proposed Amendments to the Articles of Incorporation by the Director of Insurance of the Missouri Insurance Department, the seal impressed on the margin of this page next to this resolution is adopted as the seal of the Company; and

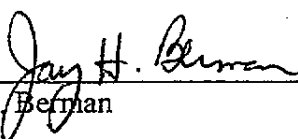
FURTHER RESOLVED, that the change in the name of the Company shall become effective on October 15, 1998.

PROVIDIAN AUTO AND HOME INSURANCE COMPANY

Page 2

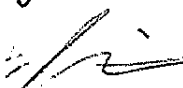
October 9, 1998

IN WITNESS WHEREOF, the undersigned, being all the Directors of Providian Auto and Home Insurance Company, have hereunto set our hands as of the 8th day of October, 1998.



Jay H. Berman

Bart Herbert, Jr.



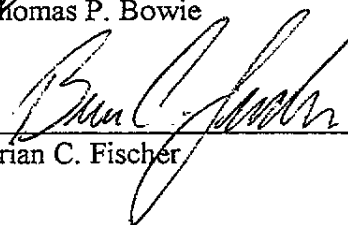
Edward A. Biemer

Joseph C. Noone



Thomas P. Bowie

David G. Rekoski



Brian C. Fischer

Craig D. Vermie

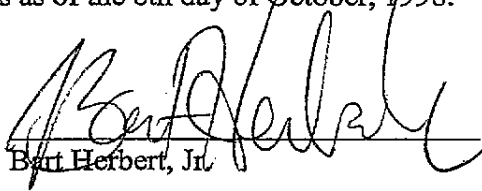
PROVIDIAN AUTO AND HOME INSURANCE COMPANY

Page 2

October 9, 1998

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Jay H. Berman

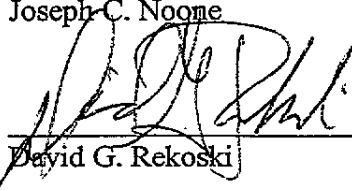


Bart Herbert, Jr.

Edward A. Biemer

Joseph C. Noone

Thomas P. Bowie



David G. Rekosi

Brian C. Fischer

Craig D. Vermie

PROVIDIAN AUTO AND HOME INSURANCE COMPANY

Page 2

October 9, 1998

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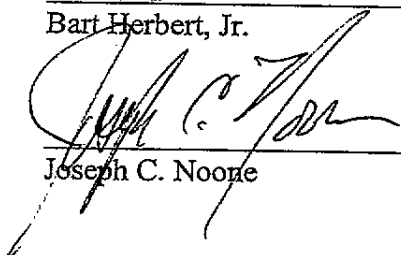
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PROVIDIAN AUTO AND HOME INSURANCE COMPANY

Page 2

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Bart Herbert, Jr.

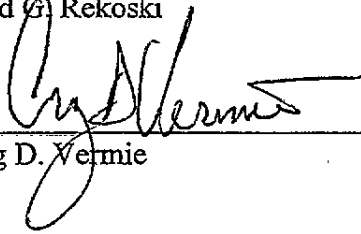
Edward A. Biemer

Joseph C. Noone

Thomas P. Bowie

David G. Rekoski

Brian C. Fischer



Craig D. Vermie

**SUPPLEMENT TO
CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF INSURANCE**
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

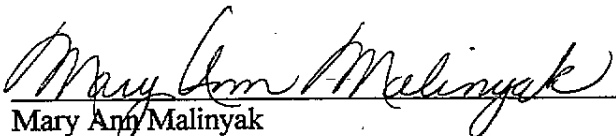
So Certified, Signed, and Official Seal Affixed on this date: November 18, 1998

A.W. McPherson
A.W. McPherson
Acting Director of Insurance
State of Missouri

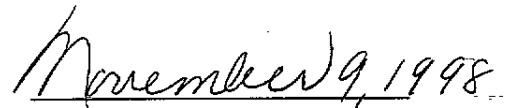
CERTIFICATION

I, Mary Ann Malinyak, Assistant Secretary of Worldwide Insurance Company, formerly Providian Auto and Home Insurance Company, a Missouri corporation, do hereby certify that attached is a true and correct copy of the unanimous written consent of the Board of Directors, dated November 6, 1998, which resolutions are still in full force and effect.

(Seal)



Mary Ann Malinyak
Assistant Secretary



Date

WORLDWIDE INSURANCE COMPANY
(formerly Providian Auto And Home Insurance Company)

Record of Unanimous Action of the Board of Directors

November 6, 1998

The undersigned, being all of the members of the Board of Directors of Providian Auto and Home Insurance Company (the "Company"), acting pursuant to the By-Laws of the Corporation and Section 351.340 of the General and Business Corporation Law of Missouri, do hereby adopt the following resolutions in lieu of holding a special meeting of the Board of Directors of the Company:

WHEREAS, on August 24, 1992, the Board of Directors of Worldwide Underwriters Insurance Company approved an amendment to its Articles of Incorporation increasing the par value of its capital stock from \$400 to \$1,500 by replacing ARTICLE V, CAPITAL STOCK as follows:

ARTICLE V

CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be ten thousand shares, and shall consist of one class only, designated as common shares, each with a par value of one thousand five hundred (\$1,500) dollars.

WHEREAS, on April 21, 1993, the Missouri Secretary of State approved the amendment of ARTICLE V, CAPITAL STOCK of the Articles of Incorporation of Worldwide Underwriters Insurance Company, increasing the par value to \$1,500; and

WORLDWIDE INSURANCE COMPANY

(formerly Providian Auto and Home Insurance Company)

November 6, 1998

Page 2

WHEREAS, on August 9, 1994, the Board of Directors of Worldwide Underwriters Insurance Company approved an amendment to its Articles of Incorporation changing the company's name from Worldwide Underwriters Insurance Company to Providian Auto and Home Insurance Company, by replacing ARTICLE II. NAME as follows:

ARTICLE II. NAME. The name of this corporation shall be Providian Auto and Home Insurance Company.

WHEREAS, in filing the amendment of August 9, 1994, the company included an amended and restated Articles of Incorporation wherein ARTICLE V. CAPITAL STOCK erroneously stated its par value as \$400; and

WHEREAS, on October 9, 1998, the Board of Directors of Providian Auto and Home Insurance Company approved an amendment to its Articles of Incorporation changing the company's name from Providian Auto and Home Insurance Company to Worldwide Insurance Company, by replacing ARTICLE II. NAME as follows:

ARTICLE II. NAME. The name of this corporation shall be Worldwide Insurance Company.

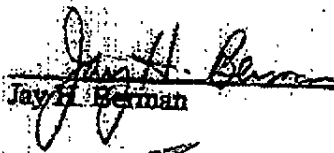
WHEREAS, in filing the amendment of October 9, 1998, the company included an amended and restated Articles of Incorporation wherein ARTICLE V. CAPITAL STOCK correctly stated its par value as \$1,500; and

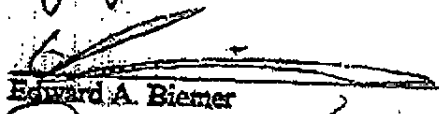
NOW, THEREFORE, the Board of Directors of Worldwide Insurance Company, formerly Providian Auto and Home Insurance Company, hereby amends the August 9, 1994, amended and restated Articles of Incorporation of the company to state the correct par value of the capital stock of the company as \$1,500; and

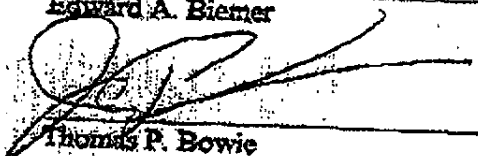
NOW, THEREFORE, the Board of Directors of Worldwide Insurance Company, formerly Providian Auto and Home Insurance Company, in order to correct the official records of the Secretary of State of Missouri hereby ratifies and reaffirms that the par value of the capital stock of the company remains \$1,500 as officially changed and approved by the Secretary of State of Missouri on April 21, 1993.

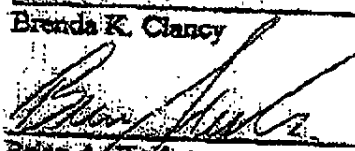
WORLDWIDE INSURANCE COMPANY
(formerly Providian Auto and Home Insurance Company)
November 6, 1998
Page 3

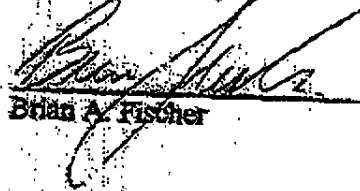
IN WITNESS WHEREOF, the undersigned, being all the Directors of Worldwide Insurance Company, formerly Providian Auto and Home Insurance Company, have hereunto set our hands as of the 6th day of November, 1998.

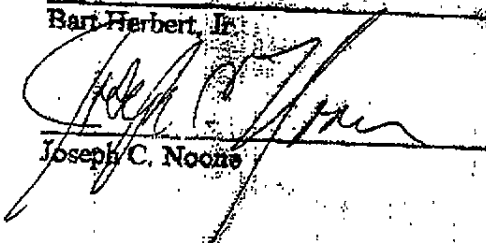

Jay H. Berman


Edward A. Biemer


Thomas P. Bowie


Brenda K. Clancy


Brian A. Fischer


Bart Herbert, Jr.

Joseph C. Noone

David G. Rekoski

Craig D. Verme

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Page 3

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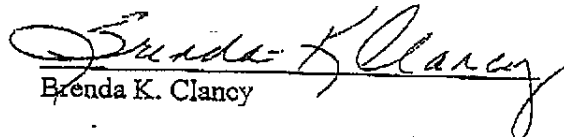

Bart Herbert, Jr.

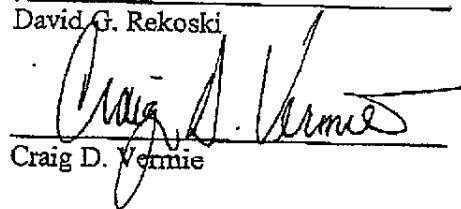
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