

F00000003874



ACCOUNT NO. : 072100000032

REFERENCE : 419661 4344517

AUTHORIZATION :

COST LIMIT : \$ 52.50

Patricia Pigute

FILED
2001 DEC 19 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 18, 2001

ORDER TIME : 12:21 PM

ORDER NO. : 419661-005

CUSTOMER NO: 4344517

CUSTOMER: Ms. Kathy Mccamey
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

RECEIVED
01 DEC 19 PM 1:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BENEFIT LAND TITLE INSURANCE
COMPANY

500004732975--5

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

N.C.

C. Coulliette DEC 19 2001

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
2001 DEC 19 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Benefit Land Title Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. California 3. July 11, 2000
Incorporated under laws of 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? December 12, 2001

5. Commerce Title 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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

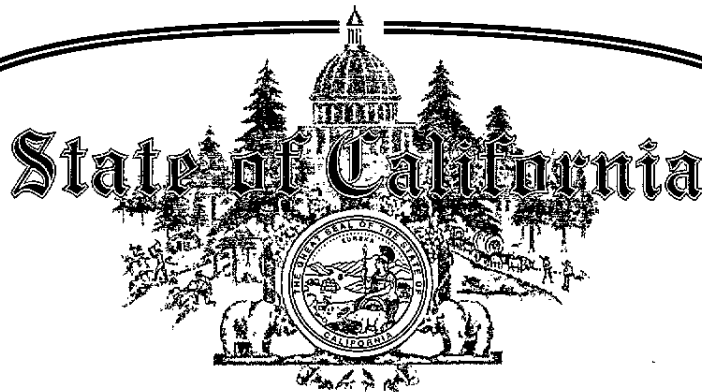
New Jurisdiction

Kathleen B. McCamey
Signature

December 17, 2001
Date

Kathleen B. McCamey
Typed or printed name

Assistant Secretary
Title



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 13 2001

A handwritten signature in cursive script, reading "Bill Jones".

Secretary of State

A0573941

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 12 2001

BILL JONES, Secretary of State

CERTIFICATE OF
AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BENEFIT LAND TITLE INSURANCE COMPANY
(a California corporation)

The undersigned certify that:

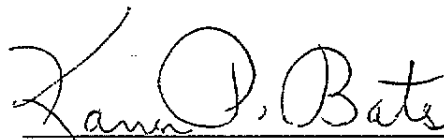
1. They are the President and the Assistant Secretary, respectively, of Benefit Land Title Insurance Company, a California corporation.
2. Article First of the Amended and Restated Articles of Incorporation of this Corporation is amended to read as follows:

"The name of the Corporation is Commerce Title Insurance Company
(hereinafter referred to as the "Corporation")."

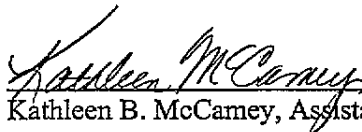
3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of this Corporation
4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 1,000, and all such shares were voted in favor thereof. The percentage vote required was more than 50%. As of such date, there were no other shares of any class or series of capital stock of the Corporation outstanding or entitled to vote thereon.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 5, 2001



Karren P. Bates, President



Kathleen B. McCamey, Assistant Secretary

