

F93000002164

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

C. Couffette NOV 09 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PRIVATE RESIDENTIAL MORTGAGE INSURANCE CORP.
(Name of Corporation)

DOCUMENT NUMBER: F93000002164

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly L. Eaton
(Name of Contact Person)

Genworth Mortgage Holdings, LLC
(Firm/Company)

6601 Six Forks Road
(Address)

Raleigh, NC 27609
(City/State and Zip Code)

For further information concerning this matter, please call:

Kimberly Eaton at (919) 846-4182
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

F93000002164

(Document number of corporation (if known))

1. PRIVATE RESIDENTIAL MORTGAGE INSURANCE CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. NORTH CAROLINA

(Incorporated under laws of)

3. 5/10/1993

(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? 7/12/2007

5. GENWORTH FINANCIAL ASSURANCE CORPORATION

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)


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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kimberly L. Eaton

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

07 NOV 79 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

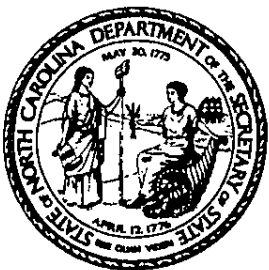
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

GENWORTH FINANCIAL ASSURANCE CORPORATION

the original of which was filed in this office on the 12th day of July, 2007.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 31st day of October, 2007.

Elaine F. Marshall

Secretary of State

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PRIVATE RESIDENTIAL MORTGAGE INSURANCE CORPORATION

PRIVATE RESIDENTIAL MORTGAGE INSURANCE CORPORATION (the "Company"), a North Carolina corporation, does hereby certify

FIRST: That the Board of Directors of the Company, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Articles of Incorporation of the Company:

RESOLVED, that the Articles of Incorporation of PRIVATE RESIDENTIAL MORTGAGE INSURANCE CORPORATION be amended, effective as of July 11, 2007 or such later date as assigned by the North Carolina Secretary of State, by deleting the Article FIRST of the Articles of Incorporation and inserting the following new Article FIRST in lieu thereof:

"FIRST: The name of this corporation is GENWORTH FINANCIAL ASSURANCE CORPORATION"

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment, effective as of July 11, 2007 or such later date as assigned by the North Carolina Secretary of State, in accordance with the provisions of Section 55-10-03 of the North Carolina

Business Corporation Act.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 55-10-03 of the North Carolina Business Corporation Act.

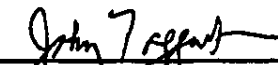
IN WITNESS WHEREOF, PRIVATE RESIDENTIAL MORTGAGE INSURANCE CORPORATION has caused this document to be signed by Kevin D. Schneider, its President, and attested by John C. Taggart, its Vice President and Secretary, as of this 11th day of July, 2007.

PRIVATE RESIDENTIAL MORTGAGE
INSURANCE CORPORATION

By  _____

Kevin D. Schneider
President

ATTEST:

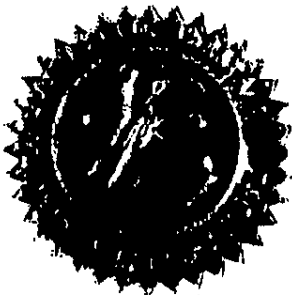
By  _____
John C. Taggart
Vice President and Secretary

**North Carolina Department of Insurance
Financial Evaluation Division**

1203 Mall Service Center, Raleigh, NC 27699-1203 (919) 424-6276 fax (919) 715-7490

I, James E. Long, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have examined the attached Articles of Amendment of Articles of Incorporation of Private Residential Mortgage Insurance Corporation, a North Carolina corporation, and find the same in conformity with the laws pertaining thereto and do hereby approve the said Articles and certify the same to the Secretary of State of the State of North Carolina.

In testimony whereof, I have hereunto set my hand and affixed my official seal at the city of Raleigh, this the 11th day of July, 2007.



Commissioner of Insurance

By: Brenda C. Young
Brenda C. Young
Corporate Records Administrator
Financial Evaluation Division