

HOME OFFICE: ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215-2300

October 6, 1999

PO 6971



VIA AIRBORNE EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

800003008759--8
-10/07/99-01076-010
*****43.75 *****43.75

RE: TIG Countrywide Insurance Company
Redomestication and Name Change

Dear Sirs:

Enclosed please find the following information in relation to the above-referenced matter:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Certified copy of the Articles of Incorporation;
3. Wisconsin Certificate of Compliance; and
4. Check in the amount of \$43.75 to cover the filing fee and Certificate of Status.

FILED
OCT - 7 AM 9:24
DEPT OF STATE
TALLAHASSEE, FLORIDA

Please send the Certificate of Status in the enclosed Airborne Package addressed to:

Cynthia A. Byrd (1-35-14)
Nationwide Insurance
One Nationwide Plaza
Columbus, Ohio 43215

Thank you in advance for your consideration in this matter. If you have any questions or need additional information, please give me a call at (614) 249-8465.

Very truly yours,

NATIONWIDE INSURANCE

Cynthia A. Byrd
Cynthia A. Byrd
Paralegal
Office of General Counsel

10-7-99
PO 6971
NC Amend
27 Certified
CY

/cb
Enclosures

NATIONWIDE MUTUAL INSURANCE COMPANY
NATIONWIDE MUTUAL FIRE INSURANCE COMPANY
NATIONWIDE LIFE INSURANCE COMPANY
NATIONWIDE GENERAL INSURANCE COMPANY
NATIONWIDE PROPERTY AND CASUALTY INSURANCE COMPANY
HOME OFFICE: COLUMBUS, OHIO

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)

1. TIG Countrywide Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. California 3. 08/05/85
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? 01/02/99
5. Nationwide Insurance Company of America
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.
- Wisconsin
New Jurisdiction

Dennis W. Click
Signature

09/09/99
Date

Dennis W. Click
Typed or printed name

Vice President and Secretary
Title

FILED
09 09 - 7 AM '99
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

ARTICLES OF INCORPORATION

for NATIONWIDE INSURANCE COMPANY OF AMERICA (fka TIG COUNTRYWIDE INSURANCE COMPANY)
is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 11th day of March, 1999

Connie O'Connell
Commissioner of Insurance

398809

FILED

In the Office of the Secretary of State
of the State of California

JUN 30 1960

FRANK H. MOYER, Secretary of State
By [Signature] Deputy

ARTICLES OF INCORPORATION
OF

SPARTAN INSURANCE COMPANY
A California Corporation

FIRST: The name of this corporation shall be
"SPARTAN INSURANCE COMPANY."

SECOND: The purposes for which this corporation is
formed are:

1. The specific business in which the corporation is
primarily to engage is the general business of insuring persons
(including legal entities of every description) and property.

2. To carry on and transact, in the State of California,
and elsewhere, to the extent which may be lawful, the business
of:

- | | | | |
|-----|--------------------------|-----|------------------|
| (a) | Fire | (i) | Burglary |
| (b) | Marine | (j) | Credit |
| (c) | Surety | (k) | Sprinkler |
| (d) | Disability | (l) | Team and Vehicle |
| (e) | Plate Glass | (m) | Automobile |
| (f) | Liability | (n) | Aircraft |
| (g) | Common Carrier Liability | (o) | Miscellaneous |
| (h) | Boiler and Machinery | | |

as these various kinds of insurance are now defined or may be
hereafter defined by the law of the State of California or other
states or countries in which this corporation may be admitted to
do business, including both participating and non-participating
policies, but only if and so long as a corporation carrying on
and transacting the business of fire or marine insurance shall
be permitted by law so to do.

3. To carry on and transact, in the State of California,
and elsewhere, to the extent and under such conditions and
limitations as then may be lawful any other kind, or kinds, of
insurance business, (excepting only: life insurance, title
insurance and mortgage insurance), which may hereafter be defined
as a separate kind of insurance by the law of the State of Cali-
fornia or other states or countries in which this corporation may
be admitted to do business, including both participating and non-
participating policies, but only if and so long as a corporation
carrying on and transacting the business of fire or marine in-
surance shall be permitted by law so to do.

Notification of right
to amend articles
You

4. To execute and issue policies and contracts of insurance, including participating policies, insuring against any or all of the hazards mentioned herein.

5. To make reinsurances of all kinds.

6. To establish, maintain, and operate offices and agencies and to carry on its operations and to transact its business at any place or places within and without the State of California.

7. To do and perform any and all other acts and to exercise any and all other powers which by law this corporation may be authorized to do, perform, or exercise.

8. The foregoing clauses shall be liberally construed both as to objects and powers, and shall not be construed or held as limiting or restricting the ordinary powers and objects of this corporation as authorized or granted by the laws of the State of California.

THIRD: That the County in this State where the principal office for the transaction of the business of the corporation is to be located is the County of Los Angeles, State of California.

FOURTH: This corporation shall have perpetual existence.

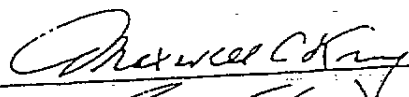
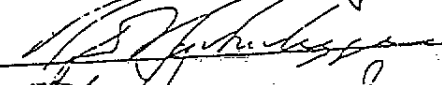
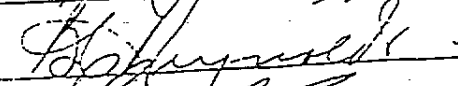
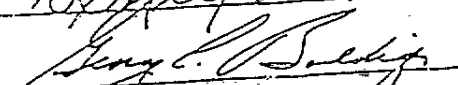
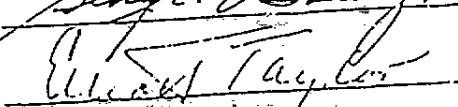
FIFTH: This corporation is authorized to issue only one class of shares of stock; the total number of said shares shall be fifteen thousand (15,000); the aggregate par value of all said shares shall be one million, five hundred thousand dollars (\$1,500,000); and the par value of each of said shares shall be one hundred dollars (\$100).

SIXTH: (a) The Board of Directors of this corporation shall consist of five persons, and the names and addresses of the persons who are hereby appointed to act as the first directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MAXWELL C. KING	100 South Poinsettia Place Los Angeles 36, California
B. D. BECKERLEGGE	4329 Vista Place La Canada, California
B. C. REYNOLDS	1300 Garfield Avenue San Marino, California
GEORGE C. BODDIGER	5247 Castle Road La Canada, California
ELLIOTT TAYLOR	1601 East Loma Alta Drive Altadena, California

(b) The number of Directors of the corporation may be fixed or changed by the adoption or amendment of a by-law by the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first Directors of this corporation, have executed these Articles of Incorporation this 28th day of June, 1960.

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss

On this 28th day of June, 1960, before me, Clarice J. Clderen, a Notary Public in and for the County of Los Angeles, State of California, personally appeared MAXWELL C. KING, D. BECKERLEGGE, B. C. REYNOLDS, GEORGE C. BODDIGER, and ELLIOTT TAYLOR, known to me to be the persons named as Directors in the within instrument, and whose names are subscribed thereto, and severally acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City of Los Angeles, County of Los Angeles, State of California, the day and year in this certificate first above written.

Clarice J. Clderen
Notary Public, in and for the
County of Los Angeles, State
of California.

CLARICE J. CLDEREN
My Commission Expires June 28, 1963

398809

A74372

CERTIFICATE OF AMENDMENT

Name chg to: Countrywide Insurance Company

OF

ARTICLES OF INCORPORATION

OF

SPARTAN INSURANCE COMPANY

FILED
In the office of the Secretary of State
of the State of California

FEB 14 1968

FRANK H. JORDAN, Secretary of State

By: *[Signature]*
Deputy

The undersigned, FRANK B. MASON and W. F. ROBINSON, do hereby certify that they are, respectively, a duly elected and acting Vice President and Secretary of SPARTAN INSURANCE COMPANY, and do hereby further certify that:

ONE: At a special meeting of the Board of Directors of said Corporation, duly held at Los Angeles, California, on the 9th day of January, 1968, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolutions were duly adopted:

WHEREAS, it is deemed to be in the best interests of this Corporation to change its name to Countrywide Insurance Company, and

WHEREAS, Countrywide Insurance Company, a California corporation, has agreed to sell to this Corporation ownership and all its right, title and interest in and to the name "Countrywide Insurance Company";

NOW, THEREFORE, BE IT RESOLVED, that this Corporation purchase from Countrywide Insurance Company ownership of and all its right, title and interest in and to the name "Countrywide Insurance Company", and

BE IT FURTHER RESOLVED, that Article FIRST of the Articles of Incorporation of this Corporation be amended to read as follows:

FIRST: The name of this corporation shall be

"COUNTRYWIDE INSURANCE COMPANY"

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized, jointly and severally, to execute and file any and all certificates and other documents, take any and all steps, and do any and all things in order to cause the foregoing amendment of the Articles of Incorporation of this Corporation to become effective and otherwise carry out the purposes of these resolutions.

TWO: The total number of shares of capital stock of Spartan Insurance Company, of the par value of \$100 per share, consenting to said amendment of Article FIRST of its Articles of Incorporation is 10,000 shares, and the following is a copy of the form of resolution executed by the holder of said shares:

"WHEREAS, it is deemed to be in the best interests of this Corporation to amend the Articles of Incorporation changing the name of this Corporation;


"NOW, THEREFORE, BE IT RESOLVED, that Article FIRST of the Articles of Incorporation of this Corporation be amended to read as follows:

FIRST: The name of this corporation shall be


"COUNTRYWIDE INSURANCE COMPANY"

THREE: The total number of shares of said Corporation entitled to vote on, or consent to, said amendment is 10,000 shares of capital stock, of the par value of \$100 per share, being all of one class and all of the issued and outstanding shares of said Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 9th day of January, 1968.



Frank B. Mason, Vice President



W. F. Robinson, Secretary

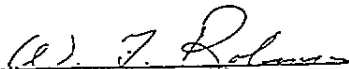
STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

FRANK B. MASON and W. F. ROBINSON, being first duly sworn,
each for himself, deposes and says:

That FRANK B. MASON is, and was at all of the time mentioned in
the foregoing Certificate of Amendment, a Vice President of SPARTAN
INSURANCE COMPANY, the California corporation therein mentioned, and
W. F. ROBINSON is, and was at all of the time mentioned in the foregoing
Certificate of Amendment, the Secretary of said Corporation; that each has
read said certificate and that the statements therein made are true of his
own knowledge, and that the signatures purporting to be the signatures of said
Vice President and Secretary thereto are the genuine signatures of said
Vice President and Secretary, respectively.

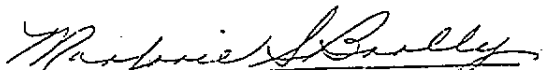
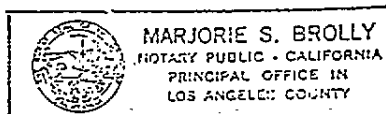


Frank B. Mason, Vice President



W. F. Robinson, Secretary

Subscribed and sworn to before me
this 9th day of January, 1968.


Notary Public in and for the State
of California

MARJORIE S. BROLLY
My Commission Expires July 19, 1968

My commission expires: _____

COUNTRYWIDE INSURANCE COMPANY

MEMBER OF THE pf INSURANCE GROUP

1150 SOUTH OLIVE STREET, LOS ANGELES, CALIFORNIA 90015

PHONE (213) 746-0711

January 19, 1968

Secretary of State
State of California
Sacramento, California

Dear Sir:

This corporation is changing its corporate name to a new name being approved in all states in which we presently do business.

We have sold the ownership and all right, title and interest to the name "Countrywide Insurance Company" to Spartan Insurance Company and do hereby consent to the present use of that name by Spartan Insurance Company. We further have agreed and do warrant to you that we will not conduct business in the State of California, or any other state, under the name Countrywide Insurance Company and that we are proceeding to change the corporate name.

Yours truly,

COUNTRYWIDE INSURANCE COMPANY

By Frank B. Mason
Frank B. Mason, Vice President

By G. H. Brothers
G. H. Brothers, Assistant Secretary

b/r

STATE OF CALIFORNIA
TRANSAMERICA COMPANY

398809

CERTIFICATE OF AMENDMENT
OF A232529

FILED
In the office of the Secretary of State
of the State of California

APR 27 1981

MICHAEL FONG EU, Secretary of State

ARTICLES OF INCORPORATION

EDWIN SEAMAN and MELVILLE P. WINDLE certify that:

[Signature]
Deputy

1. They are the president and the secretary, respectively, of Countrywide Insurance Company.

2. Articles First of the Articles of Incorporation of this corporation is amended to read as follows:

FIRST: The name of this corporation shall be "Transamerica Countrywide Insurance Company".

3. The foregoing amendment of articles of incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 15,000. The number of shares voting in favor of the amendment exceeded the vote required. The percentage vote required was more than 50%.

5. This Amendment is effective in the State of California on July 1, 1981.

[Signature]
Edwin Seaman, President

[Signature]
M. P. Windle, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Los Angeles, California on the 22nd day of April, 1981.

[Signature]
M. P. Windle

[Signature] EW
Edwin Seaman

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
San Francisco

I, ROBERT C. QUINN, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name TRANSAMERICA COUNTRYWIDE INSURANCE COMPANY has been approved for use in California for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year specified below.

ROBERT C. QUINN
Insurance Commissioner

By *Glenna Linn*
GLENN LINN
Deputy
March 31, 1981

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

UCTD:

COUNTRYWIDE INSURANCE COMPANY 398809

A289602

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

OCT 22 1984

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

[Signature]
Deputy

JOHN F. REYNOLDS, and ARTHUR V. SPROWL certify that:

1. They are the president and secretary, respectively, of TRANSAMERICA COUNTRYWIDE INSURANCE COMPANY, a California corporation.

2. Article FIRST of the Articles of Incorporation of this corporation is amended to read as follows:

FIRST: The name of this corporation shall be
"COUNTRYWIDE INSURANCE COMPANY."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 15,000. The percentage vote required was more than 50%.

[Signature]
John F. Reynolds, President

[Signature]
Arthur V. Sprowl, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Los Angeles, California on the 1ST day of OCTOBER 1984.

[Signature]
John F. Reynolds

[Signature]
Arthur V. Sprowl

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
San Francisco

RECEIVED

OCT 16 1984

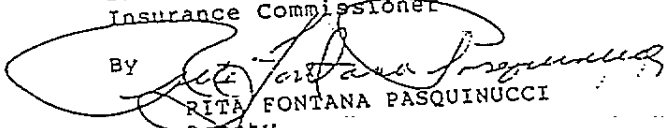
I M ZIMMER

I, BRUCE BUNNER, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name COUNTRYWIDE INSURANCE COMPANY has been approved for use in California as a name change for Transamerica Countrywide Insurance Company for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year specified below.

BRUCE BUNNER
Insurance Commissioner

By


RITA FONTANA PASQUINUCCI
Deputy
October 12, 1984

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

A391677

398809

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NEED!

FILED

In the office of the Secretary of State
of the State of California

AUG 22 1990

March Fong Eu
MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
COUNTRYWIDE INSURANCE COMPANY

Colin D. McRae and Marsha Weidman certify that:

1. They are Vice President and Secretary, respectively, of Countrywide Insurance Company, a California corporation.
2. Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

The name of this corporation is "Transamerica Countrywide Insurance Company."
3. The foregoing Amendment of Articles of Incorporation has been approved by the Board of Directors.
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of Shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 12,500. The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

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.

Dated: August 17, 1990

CMR

Colin D. McRae
Vice President

M Weidman

Marsha Weidman, Secretary

CIC/AMENDMENT

TRANSAMERICA
INSURANCE GROUP

COLIN McRAE
Senior Vice President
General Counsel —
Corporate Secretary

Transamerica
Insurance Company
6300 Canoga Avenue
Post Office Box 6300
Woodland Hills, CA 91365
818 596-5949

August 17, 1990

The Honorable March Fong Eu
California Secretary of State
1230 "J" Street
Sacramento, CA 95814

Re: Corporate Name Authorization of
Transamerica Countrywide Insurance Company
Our File No. 1300-00

Dear Ms. Eu:

The undersigned officer, on behalf of Transamerica
Insurance Company, a California corporation, hereby
consents to the use of the corporate name "TRANSAMERICA
COUNTRYWIDE INSURANCE COMPANY."

TRANSAMERICA INSURANCE COMPANY

By: 

Colin D. McRae
Senior Vice President

CDM:v1

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
San Francisco

I, ROXANI M. GILLESPIE, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name TRANSAMERICA COUNTRYWIDE INSURANCE COMPANY has been approved and reserved in California as a name change for Countrywide Insurance Company for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year specified below.

ROXANI M. GILLESPIE
Insurance Commissioner

By



RITA F. FONTANA
Deputy
July 31, 1990

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

Note: This certificate does not authorize the subject entity to transact business in California unless and until a Certificate of Authority or license has been issued.

N7A07

398809 A435886

FILED
In the office of the Secretary of State
of the State of California
AUG 18 1993

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

March Fong Eu
MARCH FONG EU, Secretary of State

TRANSAMERICA COUNTRYWIDE INSURANCE COMPANY

Colin D. McRae and Lawrence S. Mello certify that:

1. They are Vice President and Assistant Secretary, respectively, of Transamerica Countrywide Insurance Company, a California corporation.
2. Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

The name of this corporation is "TIG Countrywide Insurance Company."

3. The foregoing Amendment of Articles of Incorporation has been approved by the Board of Directors.
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of Shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 12,500. The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

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.

Dated: August 13, 1993

CDM
Colin D. McRae
Vice President

L S Mello
Lawrence S. Mello
Assistant Secretary

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
San Francisco

I, JOHN GARAMENDI, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name TIG Countrywide Insurance Company has been approved and reserved in California as name change for Transamerica Countrywide Insurance Company, a California corporation, for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year specified below.

JOHN GARAMENDI
Insurance Commissioner

By 

RYA F. FONTANA
Deputy
August 10, 1993

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

Note: This certificate does not authorize the subject entity to transact business in California unless and until a Certificate of Authority or license has been issued.

CERTIFICATE OF AMENDMENT AND RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

TIG COUNTRYWIDE INSURANCE COMPANY

Richard D. Crabtree and Dennis W. Click certify that:

1. They are the President and Secretary, respectively, of TIG Countrywide Insurance Company.
2. The Articles of Incorporation of this corporation are amended in full and restated in a single certificate to read as follows:

RESTATED ARTICLES OF INCORPORATION
OF TIG COUNTRYWIDE INSURANCE COMPANY

Article I.

The name of this Company is: NATIONWIDE INSURANCE
COMPANY OF AMERICA.

Article II.

The Company is incorporated under Chapter 611 of the Wisconsin
Statutes.

Article III.

The purpose of this Company shall be limited to those permitted by
Section 610.21 of the Wisconsin Statutes.

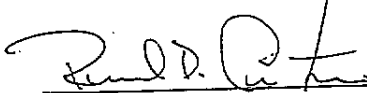
Article IV.

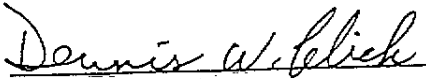
The total number of shares which the Company is authorized to issue
is thirty thousand (30,000). These authorized shares shall conform to
Section 611.33 (1) of the Wisconsin Statutes.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been approved by the Board of Directors.
4. The Shareholders have adopted the foregoing Amendment and Restatement by written consent. That the wording of said Amendment and Restatement as approved by written consent of the Shareholders is the same as that set forth above. That said written consent was signed by the holders of the outstanding shares not having less than the minimum number or required votes of Shareholders necessary to approve said Amendment and Restatement in accordance with Section 902 of the California Corporations Code.
5. The designation and total number of outstanding shares of the corporation entitled to give written consent to said Amendment and Restatement are 12,500 shares of common stock. That there are no outstanding shares of preferred stock. That the minimum percentage vote required to give written consent to said Amendment and Restatement was more than 50%.
6. The number of shares of common stock which gave written consent in favor of said Amendment and Restatement equaled or exceeded the minimum percentage vote required.

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.

Dated as of: January 2, 1999


Richard D. Crabtree
President


Dennis W. Click
Secretary

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE


San Francisco

I, CHUCK QUACKENBUSH, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name Nationwide Insurance Company of America, a Wisconsin corporation, has been approved and reserved in California as name change for TIG Countrywide Insurance Company for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal
the day and year specified below.

CHUCK QUACKENBUSH
Insurance Commissioner

By


PAMELA D. STEFANI
Deputy
SEPTEMBER 18, 1998

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

Note: This certificate does not authorize the subject entity to transact business in California unless and until a Certificate of Authority or license has been issued.

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE

San Francisco

I, CHUCK QUACKENBUSH, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name Nationwide Insurance Company of America, a Wisconsin corporation, has been approved and reserved in California as name change for TIG Countrywide Insurance Company for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal
the day and year specified below.

CHUCK QUACKENBUSH
Insurance Commissioner

By



PAMELA D. STEFANI
Deputy
January 22, 1999

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

Note: This certificate does not authorize the subject entity to transact business in California unless and until a Certificate of Authority or license has been issued.



**State of Wisconsin
Office of the Commissioner of Insurance
P O Box 7873
Madison, Wisconsin 53703-7873**

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

CERTIFICATE OF AUTHORITY

**For NATIONWIDE INSURANCE COMPANY OF AMERICA (FORMERLY TIG
COUNTRYWIDE INSURANCE COMPANY)**

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 10th day of August , 1999.

Cecilia O'Connell
Commissioner of Insurance



Certificate of Authority State of Wisconsin

Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certificate No. 00011919

Date Issued: 02-26-1999

License Chapter: 611 Wis. Stat.

This Is To Certify, That pursuant to the Insurance Laws of the state of Wisconsin,

Nationwide Insurance Company of America
Wisconsin

has paid the fees and taxes required by law and that it is hereby authorized to transact the business of:

- (2) (A) Fire, inland marine, and other property insurance
- (2) (B) Ocean marine insurance
- (2) (D) Liability and incidental medical expense insurance
- (2) (E) Automobile and aircraft insurance
- (2) (K) Worker's compensation insurance
- (2) (N) Miscellaneous

subject to the following limitations:

None

in the state of Wisconsin as long as the insurer continues to conform to the authority granted by this certificate, is in full compliance with all, and not in violation of any, of the the applicable laws and lawful requirements made under authority of the laws of the state of Wisconsin.

Connie O'Connell

Commissioner of Insurance