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PLEASE REPLY TO THE MISSOURI OFFICE
FILE NO.

1875000-32

February 10, 1997

Via FedEx

Florida Secretary of State
Attn: Steve Harris
409 East Gaines Street
Tallahassee, FL 32399

Re: First American Warranty Corporation of Florida

Gentlemen:

Enclosed for filing with are duplicate originals of Amendments to the Articles of Incorporation of First American Warranty Corporation of Florida and this firm's check in the amount of \$52.50.

We anticipate that these documents will need to be filed on Wednesday, February 12, but PLEASE HOLD THESE DOCUMENTS UNTIL I CALL YOU AND REQUEST THAT THEY BE FILED. Thank you for your assistance in this matter.

If you have any questions, please contact me.

Very truly yours,

SPENCER FANE BRITT & BROWNE LLP

By: 

Michael L. McCann

MLM:cb1
Enclosures

**ARTICLES OF AMENDMENT
OF
FIRST AMERICAN WARRANTY CORPORATION OF FLORIDA**

To the Department of State
State of Florida

FILED
97 FEB 12 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is **First American Warranty Corporation of Florida.**
2. **Article Six** is amended in its entirety, to read as follows:

The number of directors which shall constitute the entire Board of Directors shall be five (5). The business and affairs of the Corporation shall be managed under the direction of the Board of Directors; provided, however, that the consent of holders of a majority of the outstanding voting stock of the Corporation (unless a greater vote is required by law) shall be required to authorize any of the following: (a) any amendment to the Articles of Incorporation or Bylaws of the Corporation or any of its subsidiaries; (b) the direct or indirect declaration or payment of any dividends or distributions in cash, property or securities upon any equity securities of the Corporation or any of its subsidiaries; (c) the redemption or purchase of capital stock or rights to purchase capital stock of the Corporation or any of its subsidiaries; (d) the issuance or grant of any capital stock or common stock equivalents or other securities or the right to acquire capital stock by the Corporation or any of its subsidiaries; (e) the recapitalization, stock split or reclassification, merger or consolidation of the Corporation or any of its subsidiaries with or into another entity; (f) the sale of a substantial part of the Corporation's assets or of a substantial part of the assets of any subsidiary of the Corporation; (g) the acquisition of another entity by the Corporation or any subsidiary of the Corporation (other than acquisitions for a total purchase price of less than \$500,000); (h) the creation, incurrence, assumption, guaranty, sufferance to exist, agreement to purchase or repurchase or payment or provision of funds in respect of, whether directly or indirectly, or the incurrence by the Corporation or any subsidiary of the Corporation of indebtedness in excess of \$500,000; (i) the payment (in cash or property) to, or the entering into of, any transaction with Affiliates (as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended), spouses, parents, or lineal descendants of shareholders of the Corporation (other than reinsurance arrangements with Risk Capital Reinsurance Company); (j) the engagement or dismissal of the independent public accountants of the Corporation or any subsidiary of the Corporation; (k) the creation of any direct or indirect subsidiaries of the Corporation; (l) the liquidation or dissolution of the Corporation

or any subsidiary of the Corporation; (m) the filing of a bankruptcy petition by the Corporation or any subsidiary of the Corporation under the United States Bankruptcy Code or any other insolvency law, or admit in writing its bankruptcy, insolvency or general inability to pay its debts or the appointment of any trustee, receiver, liquidator, or similar official over the Corporation or any subsidiary of the Corporation; (n) any material change in the nature of the business of the Corporation or any subsidiary of the Corporation; (o) the formation or constitution of any executive or other committees of the Board of Directors of the Corporation or any subsidiary of the Corporation; and (p) the public offering, primary or secondary, of capital stock of the Corporation or any subsidiary of the Corporation. Except as may be otherwise required by law or by this Article Five, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3. **Article Nine** is amended in its entirety, to read as follows:

The Board of Directors shall have power to make, and from time to time alter, amend, or repeal the Bylaws of the Corporation; provided, however, that (a) the shareholders shall have the paramount power to alter, amend, and repeal the Bylaws or adopt new Bylaws, exercisable by the affirmative vote of the holders of a majority of the voting stock of the Corporation, and (b) if and to the extent the shareholders exercise such power, the Board of Directors shall not thereafter suspend, alter, amend, or repeal the Bylaws, or portions thereof, adopted by the shareholders, unless, in adopting such Bylaws, or portions thereof, the shareholders otherwise provide.

4. **Article Eleven** is deleted in its entirety.

5. The date of adoption of the aforesaid amendments was **February 6, 1997**.

6. The number of votes cast for the said amendments by the shareholders of the corporation was sufficient for the approval thereof.

7. The effective time and date of these Articles of Amendment shall be at the time and date filed by the Department of State of the State of Florida.

First American Warranty Corporation of Florida

By: Randal K. Anderson
Randal K. Anderson, President