

MGIC Indemnity Corporation

814479

August 1, 2000

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

000003348590--5
-08/08/00--01012--013
*****52.50 *****52.50

**Re: Corporate Name Change - Wisconsin Mortgage Assurance Corporation
FEIN: 39-0916088**

Dear Sir or Madam:

I enclose an original and one copy of the Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida regarding the corporate name change of Wisconsin Mortgage Assurance Corporation to MGIC Indemnity Corporation effective in the State of Wisconsin as of June 1, 2000. I also enclose a copy of the Articles of Amendment to the Articles of Incorporation changing the corporate name as certified by the Office of the Commissioner of the State of Wisconsin.

A check payable to the Department of State in the amount of \$52.50 is included to cover the cost of the filing fee, a certified copy of the filing, and a Certificate of Status. Please return the certified copy and the Certificate of Status to me in the self-addressed, postage-paid envelope provided.

If you have any questions, or if you require additional information or documentation, please call me at 1-800-558-9900, extension 6889. Thank you for your attention to this matter.

Very truly yours,



AnnMarie Groom
Paralegal

AXG/
Enclosures

FILED
00 AUG -7 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC

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.)

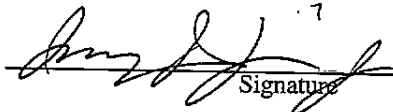
SECTION I
(1-3 MUST BE COMPLETED)

FILED
00 AUG -7 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Wisconsin Mortgage Assurance Corporation
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin 3. June 27, 1960
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? June 1, 2000
5. MGIC Indemnity 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.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

August 1, 2000
Date

Joseph J. Ziino, Jr.
Typed or printed name

Senior Vice President-Regulatory
Title
Relations, Associate General Counsel
and Assistant Secretary



**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

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
EFFECTIVE JUNE 1, 2000**

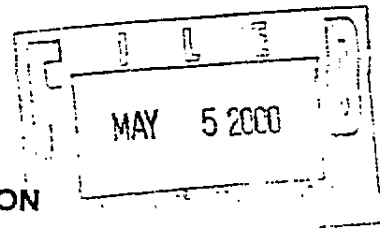
**For MGIC INDEMNITY CORPORATION (FORMERLY WISCONSIN MORTGAGE
ASSURANCE CORPORATION)**

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 14th day of June, 2000.

Connie O'Connell

**Connie O'Connell
Commissioner of Insurance**



WISCONSIN MORTGAGE ASSURANCE CORPORATION

CERTIFICATE OF ASSISTANT SECRETARY

I, Joseph J. Ziino, Jr., hereby certify that I am a duly elected, qualified and acting Assistant Secretary of Wisconsin Mortgage Assurance Corporation, a Wisconsin insurance company (the "Company"), and further certify that attached hereto is a true and correct copy of the Articles of Amendment to the Articles of Incorporation of the Company to change its name, which are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company as of this 3rd day of May, 2000.

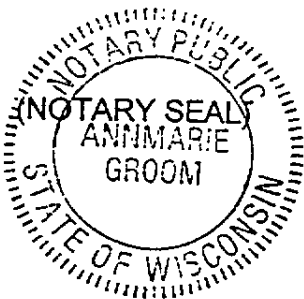
WISCONSIN MORTGAGE ASSURANCE CORPORATION

(CORPORATE SEAL)

By: 
Joseph J. Ziino, Jr., Assistant Secretary

STATE OF WISCONSIN }
 }
COUNTY OF MILWAUKEE }

Personally came before me this 3rd day of May, 2000, the above-named Joseph J. Ziino, Jr., known to be to be an Assistant Secretary of Wisconsin Mortgage Assurance Corporation and the person who executed the foregoing Certificate and acknowledged the same.




AnnMarie Groom, Notary Public
State of Wisconsin
My commission expires 12/02/01.

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WISCONSIN MORTGAGE ASSURANCE CORPORATION**

The undersigned authorized officers of Wisconsin Mortgage Assurance Corporation, a Wisconsin stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes (the "Corporation"), hereby certify that, in accordance with all applicable provisions of Chapter 611 (and the incorporated provisions of the Wisconsin Business Corporation Law) as described below, Article I of such Corporation's Articles of Incorporation, as amended, was amended and restated in its entirety to read as follows:

First: The name of the corporation is MGIC Indemnity Corporation.

The undersigned authorized officers of the Corporation hereby certify as follows:

1. The foregoing amendment and restatement in its entirety of Article I of the Articles of Incorporation of the Corporation was duly adopted by the Corporation's Board of Directors on April 5, 2000, and by the Corporation's sole Shareholder on April 6, 2000, in accordance with Section 611.29 of the Wisconsin Statutes (and Section 180.1003 of the Wisconsin Business Corporation Law), and is to be effective at 12:01 a.m. on June 1, 2000.
2. The adoption of the foregoing amendment and restatement in its entirety of Article I of this Corporation's Articles of Incorporation does not provide for an exchange, reclassification or cancellation of issued shares nor effect any change in the number of authorized shares of the Corporation.

Executed on behalf of the Corporation on April 6, 2000 by the following duly authorized officers of the Corporation.

WISCONSIN MORTGAGE ASSURANCE CORPORATION

By: 

By: 