



AMBAC Indemnity Corporation
One State Street Plaza
New York, New York 10004
(212) 668-0340 Fax: (212) 509-9190

July 3, 1997

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

827221

RE: Filing of Application to Amend Application for Authorization to Transact Business in Florida to Reflect Name Change for AMBAC Indemnity Corporation

Dear Sirs/Madams:

AMBAC Indemnity Corporation, a Wisconsin-domiciled financial guaranty insurance company, will be changing its name to *Ambac Assurance Corporation* effective July 12, 1997. Please find enclosed the following items to effectuate this change:

1. Application for amendment.
2. Copy of amendment to articles of incorporation certified by Wisconsin
4. Check for \$35.00

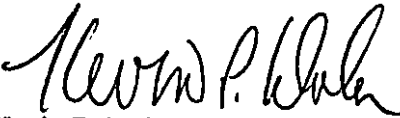
Please return all correspondence to Ambac's mailing address which is as follows:

Ambac Assurance Corporation
ATTN: Kevin Dolan
One State Street Plaza, 17th Fl.
New York, New York 10004

100002232041--9
-07/07/97--01167-016
*****35.00 *****35.00

If you have any questions which I can answer by telephone please do not hesitate to call me at (212) 208-3250 or (800) 221-1854, ext. 250. Thank you, in advance, for your cooperation with this filing.

Very truly yours,


Kevin P. Dolan
Vice President
Regulatory Compliance

OK 7-07-97
6 pg
FF NE 827221

97 JUL -7 11 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1997

AMBAC ASSURANCE CORPORATION
% KEVIN DOLAN
ONE STATE ST. PLAZA
NEW YORK, NY 10004

SUBJECT: AMBAC INDEMNITY CORPORATION
Ref. Number: 827221

We have received your document for AMBAC INDEMNITY CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please verify the date in Section II, #4 of your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 197A00036180

Ambac Assurance Corporation
One State Street Plaza
New York, NY 10004
212.208.3250 Fax: 212.344.5297

A member of Ambac Financial Group, Inc.

Kevin P. Dolan
Vice President
Corporate and Regulatory Compliance

July 24, 1997

VIA Federal Express

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Ambac

RE: AMBAC Indemnity Corporation -Name Change to Ambac Assurance Corporation
Ref No.: 827221

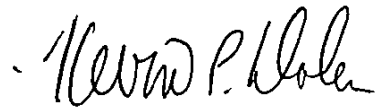
Dear Ms. Mustain:

This letter is in response to your letter dated July 15, 1997 and our phone conversation on Wednesday, July 22, 1997 regarding the above filing and the submission of original certifications. The document issued by Wisconsin Commissioner of Insurance certifying AMBAC Indemnity Corporation's Article of Amendment is an actual certification. Wisconsin simply uses a facsimile signature of the Commissioner of Insurance and does not provide a seal of any kind to its certifications.

I have amended the date in Section II, #4 of the amended application to accurately reflect the date of the name change.

If you have any questions which I can answer by telephone please do not hesitate to call me at (800) 221-1854, ext. 250. Thank you for your assistance with this filing.

Very truly yours,



Kevin P. Dolan
Vice President
Regulatory Compliance

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)**

(1-3 must be completed)

1. AMBAC Indemnity Corporation
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin
incorporated under laws of
3. December 22, 1971
Date authorized to do business in Florida

(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 12, 1997
5. Ambac 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.

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


Signature

Phillip B. Lassiter

Typed or printed name

July 24, 1997

Date _____

Chairman of the Board, President and CEO
Title



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

ARTICLE OF AMENDMENT

for AMBAC INDEMNITY 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 12th day of June, 1997

Josephine W. Tinsley
Commissioner of Insurance

ARTICLE OF AMENDMENT
AMBAC INDEMNITY CORPORATION

Pursuant to the authority and provisions of Chapters 611 and 180 of Wisconsin Statutes, the following Article of Amendment to the Restated Articles of Incorporation of AMBAC Indemnity Corporation, a Wisconsin stock insurance corporation (the "Corporation"), was duly approved at a meeting of the Board of Directors of the Corporation duly called and held on April 30, 1997 at which a quorum was present and acting throughout:

Article FIRST of the Restated Articles of Incorporation of the Corporation is hereby amended to read as follows:

FIRST: The name of the Corporation is Ambac Assurance Corporation.

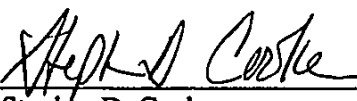
The effective date of this Amendment shall be 11:59 p.m., July 11, 1997.

The undersigned officers of AMBAC Indemnity Corporation hereby certify that:

The foregoing Article of Amendment to the Restated Articles of Incorporation of the Corporation was consented to in writing by the sole shareholder of the Corporation.

Dated: June 11, 1997

AMBAC Indemnity Corporation

By: 
Stephen D. Cooke
Senior Vice President

{Corporate Seal}

Attest: 
Kevin P. Dolan
Assistant Secretary