

83245.2

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

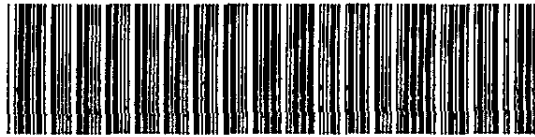
(Business Entity Name)

(Document Number)

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09/20/05

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP 20 PM 4:01

Name Change

09/20/05
DC

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GE Residential Mortgage Insurance Corporation of North Carolina
(Name of corporation)

832452

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly L. Eaton

(Name of person)

GE Mortgage Holdings, LLC

(Name of firm/company)

6601 Six Forks Road

(Address)

Raleigh, NC 27615

(City/state and zip code)

For further information concerning this matter, please call:

Kimberly Eaton

(Name of person)

at (919) 846-4182 or kim.eaton@genworth.com
(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
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 14, 2005

KIMBERLY L. EATON
GE MORTGAGE HOLDINGS, LLC
6601 SIX FORKS ROAD
RALEIGH, NC 27615

SUBJECT: GE RESIDENTIAL MORTGAGE INSURANCE CORPORATION OF
NORTH CAROLINA
Ref. Number: 832452

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 405A00056726

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)

832452

(Document number of corporation (if known))

1. GE Residential Mortgage Insurance Corporation of North Carolina
(Name of corporation as it appears on the records of the Department of State)

2. North Carolina
(Incorporated under laws of)

3. 05/31/1974
(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP 20 PM 4:01

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? November 1, 2005

5. Genworth Residential Mortgage Insurance Corporation of North Carolina
(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)



(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)

September 6, 2005

(Date)

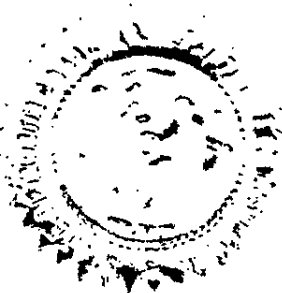
Assistant Secretary
(Title of person signing)

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

1203 Mail Service Center, Raleigh, NC 27699-1203 (919) 424-6264 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 GE Residential Mortgage Insurance Corporation of North Carolina, a North Carolina corporation, changing its name to Genworth Residential Mortgage Insurance Corporation of North Carolina to be effective as of November 1, 2005, and find the same in conformity with the laws pertaining thereto and do hereby approve the said Articles of Amendment 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 August, 2005.



Commissioner of Insurance

By: Kathy H. Sykes
Kathy H. Sykes
Corporate Records Administrator
Financial Analysis Division



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

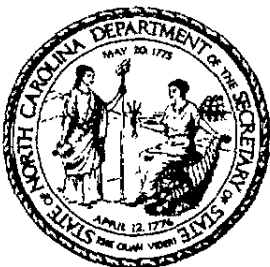
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

GENWORTH RESIDENTIAL MORTGAGE INSURANCE CORPORATION OF NORTH CAROLINA

the original of which was filed in this office on the 11th day of August, 2005.



IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 12th day of August, 2005

Elaine F. Marshall

Secretary of State

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF GE RESIDENTIAL MORTGAGE INSURANCE CORPORATION OF NORTH
CAROLINA

GE RESIDENTIAL MORTGAGE INSURANCE CORPORATION OF NORTH
CAROLINA (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 GE RESIDENTIAL MORTGAGE INSURANCE CORPORATION OF NORTH CAROLINA be amended, effective as of November 1, 2005, 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 RESIDENTIAL MORTGAGE INSURANCE CORPORATION OF NORTH CAROLINA."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment, effective as of November 1, 2005, 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, GE RESIDENTIAL MORTGAGE INSURANCE CORPORATION OF NORTH CAROLINA has caused this document to be signed by Thomas H. Mann, its President and Chief Executive Officer, and attested by Thomas F. Kleissler, its Senior Vice President and Secretary, as of this 11th day of March 2005.

GE RESIDENTIAL MORTGAGE
INSURANCE CORPORATION OF
NORTH CAROLINA

By Thomas H. Mann
Thomas H. Mann,
President and Chief Executive Officer

ATTEST:

By Thomas F. Kleissler
Thomas F. Kleissler
Senior Vice President and Secretary