



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2000

CSC

TALLAHASSEE, FL

SUBJECT: GMACI ACQUISITION CORP.
Ref. Number: F00000001082

RESUBMIT

Please give original
submission date as file date

We have received your document for GMACI ACQUISITION CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 200A00033580

RECEIVED
00 JUN 14 PM 3:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Alternate name: Universal Warranty
Corporation of Omaha

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.)

FILED
00 JUN 12 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. GMACI ACQUISITION CORP.
Name of corporation as it appears on the records of the Department of State.
2. Michigan
Incorporated under laws of
3. February 29, 2000
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 15, 2000
June 7, 2000

5. UNIVERSAL WARRANTY 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.
Effective June 15, 2000.

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. **EFFECTIVE DATE**
6-15-00

New Jurisdiction

Justine M. Lantgios
Signature

June 5, 2000
Date

Justine M. Lantgios
Typed or printed name

Assistant Secretary
Title

UNIVERSAL WARRANTY CORPORATION
CERTIFICATION

I, Cathy L. Quenneville, Secretary of Universal Warranty Corporation (f/k/a GMACI Acquisition Corp.), a corporation duly organized under the laws of the State of Michigan, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted by unanimous written consent dated January 31, 2000:

RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name "Universal Warranty Corporation of Omaha" for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

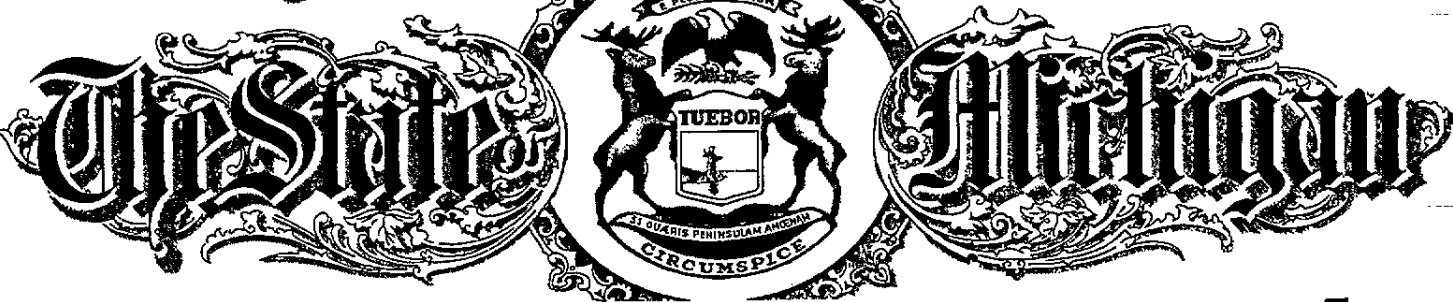
FURTHER RESOLVED, that, the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the State of Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and affixed the Seal of the Universal Warranty Corporation, this 15th day of June, 2000.

UNIVERSAL WARRANTY CORPORATION


Cathy L. Quenneville, Secretary

UNITED STATES OF AMERICA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

GMACI ACQUISITION CORP. was incorporated as a Michigan profit corporation on January 27, 2000.

I FURTHER CERTIFY that a Certificate of Amendment to the Articles of Incorporation, amending Article I, was filed on June 7, 2000, with an effective date of June 15, 2000, changing the corporate name to UNIVERSAL WARRANTY CORPORATION.

This certificate is in due form, and made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 8th day of June, 2000.

*John R. Webb, Director
Corporation, Securities and Land Development Bureau*