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(Requestor's Name)

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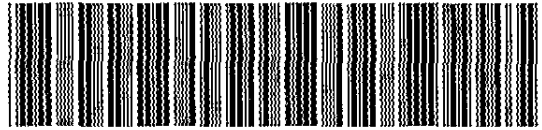
(Business Entity Name)

(Document Number)

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Resolution to Change
& ba name

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04 AUG 11 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FL 32301



August 10, 2004

Ms. Thelma Lewis
409 E. Gaines Street
Tallahassee, FL 32399

RE: Name change amendment
Universal Warranty Corporation of Omaha to MotorFirst, Inc.

Dear Ms. Lewis:

This is in reference to my telephone conversation with Ms. Louise Jackson yesterday regarding our request to change our dba name in the State of Florida. We would like to change from Universal Warranty Corporation dba Universal Warranty Corporation of Omaha TO Universal Warranty Corporation dba MotorFirst, Inc. As discussed, enclosed is a Certification from our corporate Secretary regarding the Resolution passed by our Board of Directors.

Also discussed, we would like to apply the \$60 check, which was previously deposited by your Fictitious Name department under MotorFirst, Inc. I spoke to Eula in the Fictitious Name department and Louise Jackson and both agreed that this amount could be applied to the cost of this Amendment. We would like this to apply for the \$35.00 as well as a Certificate of Status and Certified Copy, which comes to a total of \$52.50.

If you have any questions, please give me a call at (402) 691-5428. Thank you for your immediate attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads 'Connie L. Townsend'.

Connie L. Townsend
Assistant Secretary

UNIVERSAL WARRANTY CORPORATION
CERTIFICATION


I, CATHY L. QUENNEVILLE, Secretary of Universal Warranty Corporation, a corporation organized and existing under the laws of the State of Michigan, do hereby certify that the following resolutions, excerpted from the minutes of the Board of Directors of Universal Warranty Corporation, were duly adopted by the Board of Directors on January 31, 2000, and remain in full force and effect:

RESOLVED, that the Corporation qualify to do business in such other states, territories, or dependencies of the United States, or foreign countries, in which it is necessary or expedient for the Corporation to transact business; and in connection therewith, the proper officers of the Corporation are authorized to appoint and substitute all necessary statutory offices, to pay all fees, taxes and assessments, and under the seal of the Corporation or otherwise, to make and file or cause to be filed all necessary certificates, reports, powers of attorneys and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein, all of which may be evidenced and set forth in the printed forms of resolutions of any said states, territories, or dependencies of the United States, or foreign countries, and any such resolutions executed and delivered by the officers of the Corporation as if set forth in the minutes of a meeting of the Board of Directors of the Corporation; and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file or cause to be filed such certificates, reports, revocation of appointment, or surrender of authority of the Corporation to do business in any other state, territory, dependency or country; and further

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 "MotorFirst, Inc." 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, I have hereunto set my hand and caused this Certification to be delivered, this 9th day of August, 2004.


Cathy L. Quenneville
Secretary

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