F03000005613

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ________ Certificates of Status ________

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FILED
2005 NOV 17 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

C. Coulliette NOV 2 1 2005

Genworth
Financial

Genworth Mortgage Insurance Corporation

6601 Six Forks Road
Raleigh, NC 27615
919 846 4100
919 846 4359 fax
www.genworth.com

November 1, 2005

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

Re: GE Mortgage Contract Services, Inc. (FEIN 31-0985858)
Name Change to Genworth Financial Services. Inc.

Dear Sir or Madam:

Enclosed is an application to change the name of GE Mortgage Contract Services, Inc., a Delaware corporation authorized to conduct business in your state, to Genworth Financial Services. Inc. A copy of the name change amendment certified by the Secretary of State of Delaware is enclosed.

As you may know, GE Mortgage Contract Services, Inc., a Delaware corporation, is an indirect wholly owned subsidiary of Genworth Financial, Inc. Genworth is an indirect subsidiary of General Electric Company, a New York corporation. On May 25, 2004, Genworth's Class A common stock began trading on The New York Stock Exchange. Public shareholders own approximately 73% of Genworth's common stock. GE Financial Assurance Holdings, Inc. continues to own approximately 27% of Genworth's common stock. GE Mortgage Contract Services, Inc. is changing its name to a brand associated with Genworth.

We are requesting that this name change be effective as of November 1, 2005 or as soon thereafter as is allowed in your state. If you have any questions, please feel free to contact me at 800-334-9270, ext. 4182 or by e-mail, kim.eaton@genworth.com.

Sincerely yours,

Kimberly L. Eaton
Assistant Secretary

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GE Mortgage Contract Services, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F03000005613

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly Eaton
(Name of Contact Person)

Genworth Mortgage
(Firm/Company)

6601 Six Forks Road
(Address)

Raleigh, NC 27615
(City/State and Zip Code)

For further information concerning this matter, please call:

Kim Eaton at (919) 846-4182
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- [X] $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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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
2005 NOV 17 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F03000005613
(Document number of corporation (if known)

1. GE Mortgage Contract Services, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 11/12/2003
(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? 11/1/2005

5. Genworth Financial Services, Inc.
(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)

Assistant Secretary
(Title of person signing)

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GE MORTGAGE CONTRACT SERVICES, INC.", CHANGING ITS NAME FROM "GE MORTGAGE CONTRACT SERVICES, INC." TO "GENWORTH FINANCIAL SERVICES, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF AUGUST, A.D. 2005, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF NOVEMBER, A.D. 2005.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3711917 8100

050916449

AUTHENTICATION: 4288516

DATE: 11-10-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 08/09/2005
FILED 11:00 AM 08/09/2005
SRV 050656442 - 3711917 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of GE Mortgage Contract Services, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of this corporation is GENWORTH FINANCIAL SERVICES, INC."

[Effective November 1, 2005]

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: *That the capital of said corporation shall not be reduced under or by* reason of said amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 5th day of August, 2005.

By: [signature]
Authorized Officer

Title: Assistant Secretary

Name: Kimberly L. Eaton
Print or Type