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ACCOUNT NO. : 072100000032

REFERENCE : 708813 4344517

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB 18 PM 2:45

ORDER DATE : February 17, 1998

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ORDER TIME : 11:03 AM

ORDER NO. : 708813-015

CUSTOMER NO: 4344517

CUSTOMER: Eleanor Thompson, Legal Asst
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

RECEIVED
98 FEB 18 PM 12:26
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: VISTA MORTGAGE & REALTY, INC

XX PROFIT

 NON-PROFIT

XX CORPORATE

 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

N.C.
02-18-98
CC

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)


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 2:45

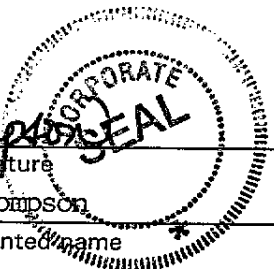
1. Vista Mortgage & Realty, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under the laws of
3. December 23, 1994
Date authorized to do business in Florida

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? February 11, 1998
5. AAA Holdings, 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.
6. If the amendment changes the period of duration, indicate new period of duration.
n/a
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
New Jurisdiction


Signature
Eleanor J. Thompson
Typed or printed name



February 16, 1998

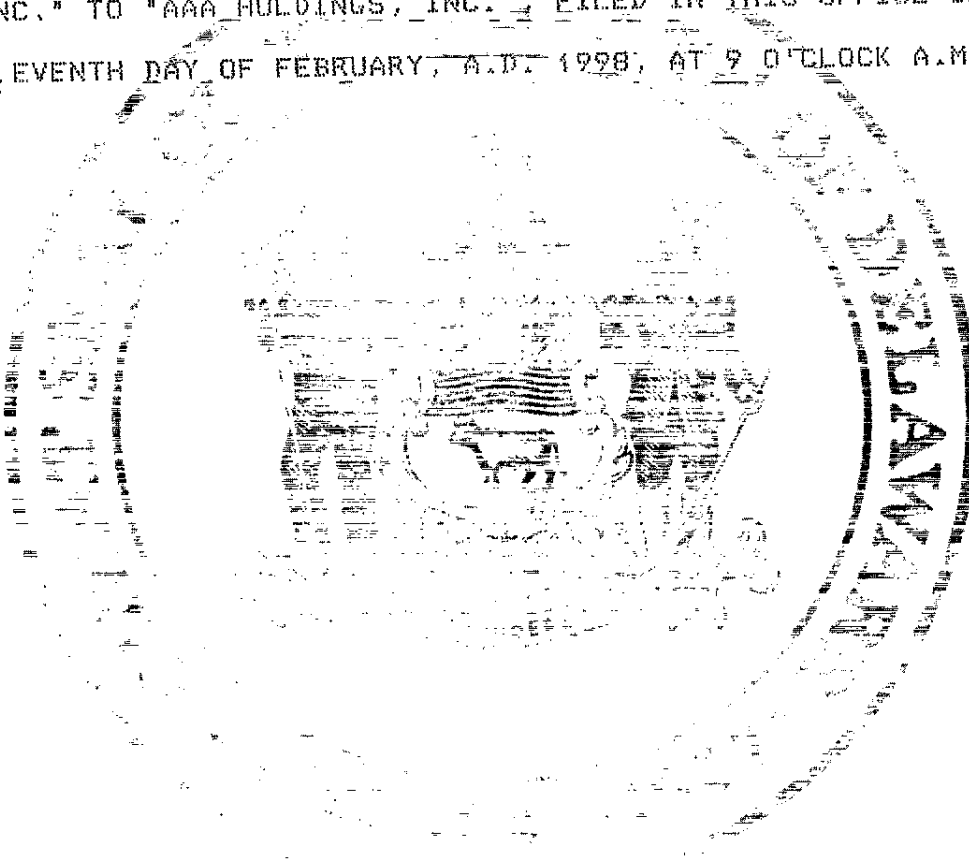
Date

Assistant Secretary

Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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 "VISTA MORTGAGE & REALTY, INC.", CHANGING ITS NAME FROM "VISTA MORTGAGE & REALTY, INC." TO "AAA HOLDINGS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.



0894733 8100

981056124

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8918676

02-12-98

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

◆◆◆◆◆

VISTA MORTGAGE & REALTY, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by 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 Certificate of Incorporation of said Corporation:

WHEREAS, the Board of Directors of Vista Mortgage & Realty, Inc., a Delaware corporation ("Corporation"), has declared it advisable and has directed and authorized that the Corporation's Certificate of Incorporation be amended as hereinafter set forth; and

WHEREAS, the sole stockholder does hereby approve of said proposal;

NOW THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the First Article thereof, so that, as amended, said Article shall be and shall read in its entirety as follows:

"The name of the corporation is AAA Holdings, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given Unanimous Written Consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of Delaware.


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

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

IN WITNESS WHEREOF, said Vista Mortgage & Realty, Inc. has caused this Amendment to its Certificate of Incorporation to be signed by F. Charles Emery II, an Authorized Officer, this 10th day of February, 1998.

VISTA MORTGAGE & REALTY, INC.

By:


F. Charles Emery II
Executive Vice President and Chief Operating Officer