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WOMBLE
CARLYLE
SANDRIDGE
& RICE

A PROFESSIONAL LIMITED
LIABILITY COMPANY

Suite 700
1275 Peachtree Street, N.E.
Atlanta, GA 30309-3574

Telephone: (404) 872-7000
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Mary S. Barnett
Direct Dial: 404-888-7481
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June 22, 1998

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

900002569519--9
-06/23/98--01061--001
*****52.50 *****52.50

RE: Application by Foreign Limited Liability Company to
File Amendment to Application for Authorization to
Transact Business in Florida -
AcceptanceAmerica Insurance, LLC

Dear Sir or Madam:

Enclosed herein please find an original and one copy of the above application
changing the name from AcceptanceAmerica Insurance, LLC to **AssetAmerica Insurance, LLC**,
along with a certified copy of the Certificate of Formation and name change from Delaware. Also,
enclosed please find our check in the amount of \$52.50 to cover the cost of filing.

Thank you for your attention to this matter and if you have any questions please do
not hesitate to contact me at the above number or Steve Drucker at 404-888-7484.

Sincerely,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

Mary Barnett
Mary S. Barnett
Corporate Paralegal

Name	6/24/98
Availability	dec
Document Examiner	
Updater	
Updater Verifier	Dictated by Ms. Barnett but signed in her absence.
Action	33475-0001*-ODMA\PCDOCS\DOCS\91475\1 Rev. June 22, 1998
W. P. Verifier	DCC
Enclosures	

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Department of State:

ACCEPTANCEAMERICA INSURANCE, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: March 5, 1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? _____

5. New name of the limited liability company: AssetAmerica Insurance, LLC

(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)

6. If the amendment changes the period of duration, indicate new period of duration:

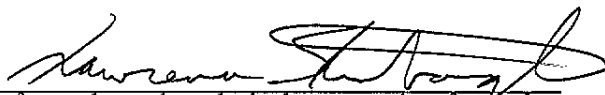
NA

7. If the amendment changes the jurisdiction of organization indicate new jurisdiction:

NA

6/22/98

Date


Signature of a member or the authorized representative of a member
LAWRENCE STUMBAUGH, Manager/Member

LAWRENCE STUMBAUGH

Typed or printed name

FILED
98 JUN 23 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "ACCEPTANCEAMERICA INSURANCE, LLC", CHANGING ITS NAME FROM "ACCEPTANCEAMERICA INSURANCE, LLC" TO "ASSETAMERICA INSURANCE, LLC", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 1998, AT 10 O'CLOCK A.M.

FILED
98 JUN 23 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2849496 8100

981238030

9149746

06-19-98

08/02/98

08:03

FAX: (302) 739-6402

Delaware Sec. of State

PG 3

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF**

ACCEPTANCEAMERICA INSURANCE, LLC

1. Name of Limited Liability Company: ACCEPTANCEAMERICA INSURANCE, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows: change name to ASSETAMERICA INSURANCE, LLC
[set forth amendment(s)]
3. (Use the following paragraph if this Certificate is to be effective at a date or time which must be a date or time certain later than filing:
"This Certificate of Amendments shall be effective on 6/5/99."

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 3rd day of June, 1998

Authorized Person(s)
LAWRENCE L. STUMBAUGH

Manager Lawrence Stumbaugh
Name

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 AM 06/05/1998
981217666 - 2849495