

P04245

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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09/20/05 04:01 PM

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP 20 PM 4:01

*Name Change
&
Amendment
09/20/05*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: General Electric Mortgage Insurance Corporation
(Name of corporation)

DOCUMENT NUMBER: P04245

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly L. Eaton
(Name of person)

GE Mortgage Holdings, LLC
(Name of firm/company)

6601 Six Forks Road
(Address)

Raleigh, NC 27615
(City/state and zip code)

For further information concerning this matter, please call:

Kimberly Eaton at (919) 846-4182 or kim.eaton@genworth.com
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$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
409 E. Gaines Street
Tallahassee, FL 32399

Genworth
Financial



Kimberly L. Eaton
Manager, Legal Quality
GE Mortgage Insurance

6601 Six Forks Road
Raleigh, NC 27615
919-846-4182
919-846-4359 fax
kim.eaton@genworth.com
www.genworth.com

September 19, 2005

Darlene Connell
Document Specialist
Florida Department of State
Division of Corporations

Re: Name Change Requests

General Electric Mortgage Insurance Corporation #P04245
General Electric Mortgage Insurance Corporation of North Carolina #819282
GE Residential Mortgage Insurance Corporation of North Carolina #832452
General Electric Home Equity Insurance Corporation of North Carolina #856226

Dear Ms. Connell:

Enclosed as you requested in your letters dated September 14, 2005 are certified copies of the Articles of Amendment reflecting the name changes for each of the referenced companies.

Please note that the North Carolina Secretary of State uses an **electronic certification** method. Each page of the certified documents contains the certification number for verification in the lower left corner of the page.

Should you have questions or comments, or wish to discuss this filing, please feel free to contact me (kim.eaton@genworth.com or 919/846-4182).

Thank you for your assistance in this matter.

Sincerely,



Kimberly L. Eaton
Assistant Secretary



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 14, 2005

KIMBERLY L. EATON
GE MORTGAGE HOLDINGS, LLC
6601 SIX FORKS ROAD
RALEIGH, NC 27615

SUBJECT: GENERAL ELECTRIC MORTGAGE INSURANCE CORPORATION
Ref. Number: P04245

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

OUR RECORDS REFLECT THE STATE THE CORPORATION IS INCORPORATED UNDER IS THE STATE OF OHIO (NOT NORTH CAROLINA). PLEASE CORRECT SECTION #2 OF THE APPLICATION ACCORDINGLY.

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) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 205A00056727

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)

P04245

(Document number of corporation (if known))

1. General Electric Mortgage Insurance Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Ohio
(Incorporated under laws of)

3. 12/04/1984
(Date authorized to do business in Florida)

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DIVISION OF CORPORATIONS
05 SEP 20 PM 4:01

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? November 1, 2005

5. Genworth Mortgage Insurance 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)

(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.

North Carolina

(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)

September 6, 2005
(Date)

Assistant Secretary
(Title of person signing)



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

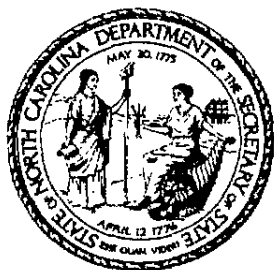
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

GENWORTH MORTGAGE INSURANCE CORPORATION

the original of which was filed in this office on the 12th day of May, 1980.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of August, 2005

Elaine F. Marshall

Secretary of State

DOCUMENT #475386
DATE 03/16/90 TIME 08:00

FILED
RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF REDOMESTICATION
AND
ARTICLES OF AMENDMENT
OF

GENERAL ELECTRIC MORTGAGE INSURANCE CORPORATION

The undersigned corporation and persons of full age, and pursuant to action by the corporation's Board of Directors and shareholders, as appropriate, and the approvals of the Commissioners of Insurance of the States of Ohio and North Carolina, do make and acknowledge and verify these Articles of Redomestication and Articles of Amendment for the purpose of redomesticating General Electric Mortgage Insurance Corporation from the State of Ohio to the State of North Carolina, pursuant to North Carolina General Statutes §§58-75.3 through 58.75.5, and for the purpose of amending the Articles of Incorporation of General Electric Mortgage Insurance Corporation.

1. The name of the corporation is General Electric Mortgage Insurance Corporation.
2. The following amendment to the Articles of Incorporation of the corporation was adopted by the shareholders on the 1st day of March, 1990, in the manner prescribed by law:

Each Article in the Articles of Incorporation of the corporation is deleted in its entirety and the following is substituted in lieu thereof and supercedes the original Articles of Incorporation and all amendments thereto:

FIRST, The name of the corporation is General Electric Mortgage Insurance Corporation.

SECOND, The period of duration of this corporation is perpetual.

THIRD, The date of incorporation of the corporation in the State of Ohio was May 12, 1980 and the date of incorporation of the redomesticated corporation in the State of North Carolina shall also be May 12, 1980, pursuant to North Carolina General Statutes §58-75.3.

FOURTH, The purposes for which this corporation is organized are as follows:

(a) to transact mortgage guaranty insurance and any other of the kinds of insurance described in and as authorized by Section 72 of Chapter 58 of the General Statutes of North Carolina as it now exists or hereafter may be amended.

(b) To engage in the business of reinsuring the kinds of insurance business which it is authorized to write and issue by the terms of section (a) of this Article.

(c) In addition to the foregoing purposes, the corporation shall have the power to engage in such other kind or kinds of business to the extent necessarily or properly incidental to the kind or kinds of insurance business which it is authorized to conduct, and in furtherance of the foregoing purposes, shall have the following powers:

1. To invest its assets in any manner authorized by the laws of North Carolina for investment of assets of North Carolina insurance companies.
2. To purchase, lease and otherwise acquire, hold, mortgage, convey, pledge and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories and dependencies of the United States.
3. To vote any and all securities held by it.
4. To make contracts and incur liabilities.

5. To conduct its business and exercise its powers granted in any state, territory, district or possession of the United States or in any foreign country.

6. To purchase or otherwise acquire, hold and reissue shares of its own capital stock from time to time and to such an extent and in such a manner and upon such terms as its Board of Directors shall determine.

7. To perform all acts which may be necessary or expedient for the proper and successful prosecution of the purposes for which the corporation is created.

8. In the interest of an effectual prosecution of its business, the corporation shall have the right to acquire rights, privileges, property and assets such as are exercised by or permitted for any co-partnership or person engaged in business and which now or hereafter may be authorized by law to the full extent permitted to corporations organized under the laws of the State of North Carolina.

FIFTH, The paid-in capital of the corporation shall be not less than \$1,000,000, the paid-in initial surplus of the corporation shall be not less than \$1,500,000.

SIXTH, The authorized number of shares of the corporation shall be 10,000, all of which shall be common shares with a par value of \$1,000 each.

SEVENTH, No holder of any shares of the corporation shall have any pre-emptive rights to subscribe for or to purchase any shares of the corporation of any class, whether such shares or such class be now or hereafter authorized, or to purchase or subscribe for securities

convertible into or exchangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

EIGHTH, The address of the initial registered office in the State of North Carolina is 6601 Six Forks Road, Raleigh, Wake County, North Carolina 27615; and the name of its initial registered agent at such address is Gerhard A. Miller.

NINTH, Nine (9) directors presently constitute the Board of Directors, and the names and addresses of the persons to serve as the directors until the next meeting of the shareholders or until their successor or successors be elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Gregory T. Barmore	10436 Leslie Drive, Raleigh, NC
Charles R. Carey	6924 Slade Hill Road, Raleigh, NC
James F. Dore	8628 King's Arms Way, Raleigh, NC
Alan L. Hainey	400 Kaywoody Court, Raleigh, NC
Stuart M. Lopes	107 Esher Lane, Cary, NC
Thomas H. Mann	2409 Heartley Drive, Raleigh, NC
Gerhard A. Miller	922 Huntsman Drive, Durham, NC
P. Richard Pace	211 Torrey Pines Drive, Cary, NC
Thomas M. Pfeiffer	5412 Turkey Creek Drive, Raleigh, NC

TENTH, The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Gregory T. Barmore	10436 Leslie Drive, Raleigh, NC
Charles R. Carey	6924 Slade Hill Road, Raleigh, NC
James F. Dore	8628 King's Arms Way, Raleigh, NC
Alan L. Hainey	400 Kaywoody Court, Raleigh, NC
Stuart M. Lopes	107 Esher Lane, Cary, NC
Thomas H. Mann	2409 Heartley Drive, Raleigh, NC
Gerhard A. Miller	922 Huntsman Drive, Durham, NC
P. Richard Pace	211 Torrey Pines Drive, Cary, NC
Thomas M. Pfeiffer	5412 Turkey Creek Drive, Raleigh, NC
Donald E. Weber	6812 Hickory Drive, Raleigh, NC

3. The number of shares of the corporation outstanding at the time of such adoption was 2,500; and the number of shares entitled to vote thereon was 2,500.

4. The number of shares voted for such amendment was 2,500; and the number voted against such amendment was zero (0).

5. The amendment herein effected does not give rise to dissenter's rights to payment for the reason that the amendment does not change the corporation into a nonprofit corporation or cooperative organization and there are no shareholders entitled to any preference as to dividends or liquidation.

6. These Articles of Redomestication and Articles of Amendment shall be effective at 12:01 a.m. on March 31, 1990.

IN WITNESS WHEREOF, these Articles of Redomestication and Articles of Amendment are signed by the President, Secretary and Incorporators of the corporation this the 1st day of March, 1990.

GENERAL ELECTRIC MORTGAGE INSURANCE
CORPORATION

By Gregory T. Barmore
Gregory T. Barmore, President

By Gerhard A. Miller
Gerhard A. Miller, Secretary

Incorporators:

Gregory T. Barmore (SEAL)
Gregory T. Barmore

Charles R. Carey (SEAL)
Charles R. Carey

James F. Dore (SEAL)
James F. Dore

Alan L. Hainey (SEAL)
Alan L. Hainey

Stuart M. Lopes (SEAL)
Stuart M. Lopes

Thomas H. Mann (SEAL)
Thomas H. Mann

Gerhard A. Miller (SEAL)
Gerhard A. Miller

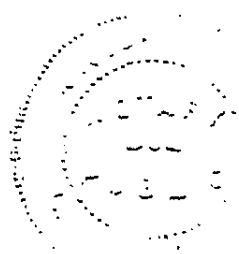
P. Richard Pace (SEAL)
P. Richard Pace

Thomas M. Pfeiffer (SEAL)
Thomas M. Pfeiffer

Donald E. Weber (SEAL)
Donald E. Weber

STATE OF NORTH CAROLINA ()
COUNTY OF WAKE ()

I, Angela S. Wells, a notary public, hereby certify that on this the 1st day of March, 1990, personally appeared before me Gregory T. Barmore, Charles R. Carey, James F. Dore, Alan L. Hainey, Stuart M. Lopes, Thomas H. Mann, Gerhard A. Miller, P. Richard Pace, Thomas M. Pfeiffer and Donald E. Weber who, being by me first duly sworn, declare that he/she signed the foregoing Articles of Redomestication and Articles of Amendment of General Electric Mortgage Insurance Corporation in the capacity indicated, that he was authorized so to sign, and that the statements therein are true.



Angela S. Wells
Notary Public

My Commission Expires 8-5-92

1552N



DEPARTMENT OF INSURANCE
State of North Carolina

P. O. BOX 26387

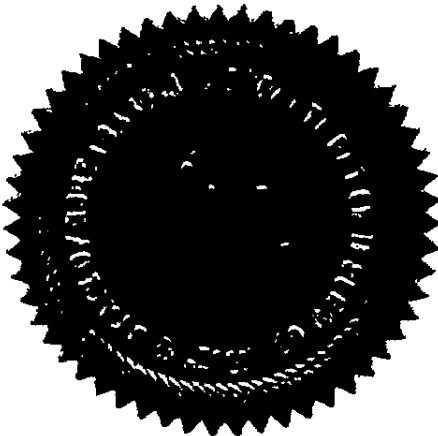
RALEIGH, N. C. 27611

JIM LONG
COMMISSIONER OF INSURANCE

COMPANY SERVICES GROUP
FINANCIAL EVALUATION DIVISION
COMPANY ADMISSIONS AND
FINANCIAL COMPLIANCE SECTION
(919) 733-5633

I, James E. Long, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have examined the attached March 1, 1990, Articles of Redomestication and Articles of Amendment of General Electric Mortgage Insurance Corporation, an Ohio corporation, redomesticating to a North Carolina corporation in accordance with North Carolina General Statutes Section 58-75.3 through 58-75.5, find said Articles of Redomestication and Articles of Amendment to be in compliance with applicable laws, and do hereby approve and certify them to be effective as of March 31, 1990, at 12:01 a.m., unto the Honorable Secretary of State of North Carolina for filing.

In testimony whereof, I have hereunto set my hand and affixed my official seal at the city of Raleigh, this the 7th day of March A.D. 1990.



Commissioner of Insurance

By:

Kathy H. Sykes
Kathy H. Sykes
Administrator
Financial Compliance Section

STATE OF
NORTH
CAROLINA

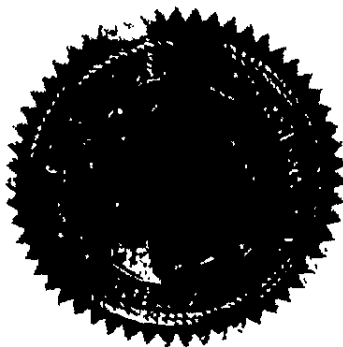


Department of The
Secretary of State

NOW, THEREFORE, I, RUFUS L. EDMISTEN, Secretary of State, hereby certify that Gregory T. Barmore, Charles R. Carey, James F. Dore, Alan L. Hainey, Stuart M. Lopes, Thomas H. Mann, Gerhard A. Miller, P. Richard Pace and Thomas M. Pfeiffer, their associates and successors, are legally organized and established as, and are hereby made, an existing North Carolina corporation under the name of GENERAL ELECTRIC MORTGAGE INSURANCE CORPORATION WITH SUCH Articles of Redomestication and Articles of Amendment, and have all the power, rights and privileges and are subject to the duties, liabilities, and restrictions which by law appertain thereto.

I FURTHER CERTIFY that the corporation is a continuation of the corporate existence of the original Ohio corporation through adoption of this State as its corporate domicile and that the original date of incorporation of the 12th day of May, 1980 in the State of Ohio is the date of incorporation in the State of North Carolina.

WITNESS my official signature hereunto subscribed, and the Seal of the State of North Carolina hereunto affixed this the 15th day of March, in the year 1990.



Rufus L. Edmisten
SECRETARY OF STATE

**North Carolina Department of Insurance
Financial Analysis Division**

1203 Mail Service Center, Raleigh, NC 27699-1203 (919) 424-6264 fax (919) 715-7490

I, James E. Long, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have examined the attached Articles of Amendment of Articles of Incorporation of General Electric Mortgage Insurance Corporation, a North Carolina corporation, changing its name to Genworth Mortgage Insurance Corporation to be effective as of November 1, 2005, and find the same in conformity with the laws pertaining thereto and do hereby approve the said Articles of Amendment and certify the same to the Secretary of State of the State of North Carolina.

In testimony whereof, I have hereunto set my hand and affixed my official seal at the city of Raleigh, this the 11th day of August, 2005.

Commissioner of Insurance

By: Kathy H. Sykes
Kathy H. Sykes
Corporate Records Administrator
Financial Analysis Division





NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

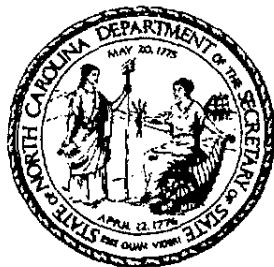
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

GENWORTH MORTGAGE INSURANCE CORPORATION

the original of which was filed in this office on the 11th day of August, 2005.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of August, 2005

Elaine F. Marshall

Secretary of State

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF GENERAL ELECTRIC MORTGAGE INSURANCE CORPORATION

GENERAL ELECTRIC MORTGAGE INSURANCE CORPORATION (the
"Company"), a North Carolina corporation, does hereby certify

FIRST: That the Board of Directors of the Company, by the 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 Articles of Incorporation of the Company:

RESOLVED, that the Articles of Incorporation of GENERAL ELECTRIC MORTGAGE INSURANCE CORPORATION be amended, effective as of November 1, 2005, by deleting the Article FIRST of the Articles of Incorporation and inserting the following new Article FIRST in lieu thereof:

"FIRST: The name of this corporation is GENWORTH MORTGAGE INSURANCE CORPORATION."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment, effective as of November 1, 2005, in accordance with the provisions of Section 55-10-03 of the North Carolina Business Corporation Act.

THIRD: That the aforesaid amendment was duly adopted in accordance with

the applicable provisions of Section 55-10-03 of the North Carolina Business Corporation Act.

IN WITNESS WHEREOF, GENERAL ELECTRIC MORTGAGE INSURANCE CORPORATION has caused this document to be signed by Thomas H. Mann, its President and Chief Executive Officer, and attested by Thomas F. Kleissler, its Senior Vice President and Secretary, as of this 11th day of March 2005.

GENERAL ELECTRIC MORTGAGE
INSURANCE CORPORATION

By Thomas H. Mann
Thomas H. Mann,
President and Chief Executive Officer

ATTEST:

By Thomas F. Kleissler
Thomas F. Kleissler
Senior Vice President and Secretary