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P96000066300

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REPLY TO: TALLAHASSEE

November 17, 1998

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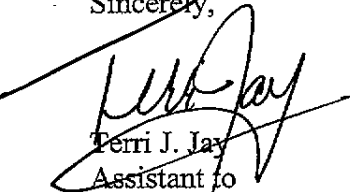
Re: Articles of Amendment for Warranty Acceptance Corporation

Please find enclosed an original and two copies of Articles of Amendment for Warranty Acceptance Corporation. We have also included our check in the amount of \$43.75 for the filing and a certified copy.

Warranty Corporation was incorporated on August 9, 1996, with certificate #P96000066300.

Please contact me when the Articles are ready and I will send a runner to pick them up.
Thank you for your assistance.

Sincerely,


Terri J. Jay
Assistant to
Travis L. Miller

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TALLAHASSEE, FLORIDA

/tj
Enc.

Jay 11/18

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WARRANTY ACCEPTANCE CORPORATION**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article IV, which initially was amended on or about October 4, 1996, is hereby amended and restated as follows:

ARTICLE IV

The Corporation shall be authorized to issue two (2) classes of stock as follows:

The Corporation may issue a single class of common stock ("Class A") consisting of 10,000 authorized shares with par value of one cent (\$0.01) per share. The holders of Class A shares shall have exclusive voting rights and powers and shall be entitled, in the event of liquidation, dissolution, and winding up of the Corporation, whether voluntary or involuntary, to distribution of the assets of the Corporation after distributions to Class B shareholders as provided in this Article.

The Corporation may issue a single class of preferred stock ("Class B") consisting of 1000 authorized shares. Each such share shall have par value of one cent (\$0.01). The holders of Class B shares shall have no voting rights. The holder of each Class B share shall be entitled to receive, if authorized by the board of directors of the Corporation, a preferential cumulative dividend of three percent (3%) of the two thousand dollar (\$2000) purchase price of each share, payable each year out of the surplus net profits of the Corporation. In addition to any such three percent cumulative dividend, the holder of each Class B share shall be entitled to receive an additional three-and-one-half percent (3½%) of each share's two thousand dollar (\$2000) purchase price as a noncumulative dividend in any year in which the net profits of the Corporation exceed twenty percent (20%) of the Corporation's gross sales.

In the event of liquidation, dissolution, and winding up of the Corporation, whether voluntary or involuntary, the holders of Class B shares shall be entitled to be paid an amount equal to \$2000 per share before any amount shall be paid to the holders of Class A stock. After payment to the holders of Class B shares are provided herein, the remaining assets and funds of the Corporation shall be distributed and paid to the holders of Class A shares pro rata according to their respective shares.

All or any portion of the outstanding Class B shares shall be redeemable at \$2000 per share at the sole option and discretion of the board of directors of the Corporation. No such redemption shall be made if the Corporation is insolvent, if the redemption would render

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TALLAHASSEE, FLORIDA

the Corporation insolvent, or if the redemption would reduce the Corporation's assets below amounts required to meet applicable legal or regulatory requirements. In the case of a partial redemption, the redemption may be either pro rata among the various holders of the Class B shares or the shares to be redeemed may be chosen by lot, whichever the board of directors shall determine.

SECOND: This amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

THIRD: The date of this amendment's adoption is September 30th, 1998.

FOURTH: This amendment is adopted by the sole director of the Corporation. The holder of all outstanding Class A shares has approved this amendment by a vote sufficient to do so. The holders of all outstanding Class B shares have approved this amendment by a number sufficient for approval.

Signed this 30th day of September, 1998.

By: [Signature]
Larry T. Myers, Director

By: [Signature]
Larry T. Myers, Class A Shareholder

By: [Signature] AS ITS PRESIDENT
Warranty Corporation,
Class B Shareholder

By: [Signature] AS ITS PRESIDENT
Automotive Warranty Corporation,
Class B Shareholder