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LAW OFFICES OF
CLIFTON A. LIVINGSTON
PROFESSIONAL ASSOCIATION

201 East Davis Blvd.
TAMPA, FLORIDA 33606

(813) 254-7777
FAX (813) 254-5400

June 1, 1999

Secretary of State
Division of Corporations
Attention: AMENDMENTS
P.O. Box 6327
Tallahassee, Florida 32314

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-06/03/99-01047-004
*****35.00 *****35.00

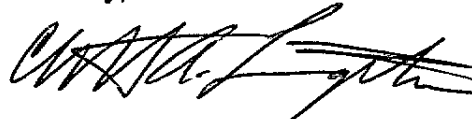
**RE: Filing of Article of Amendment and Action By Written
Consent of the Shareholders of DISCOUNT WARRANTIES, INC., changing
name to MOTOR VEHICLE WARRANTY CENTER, INC.**

Dear Sir or Madam:

Please find enclosed the original and one copy of the Article of Amendment and Action By Written Consent Of The Shareholders of DISCOUNT WARRANTIES, INC. along with my client's check in the amount of \$35.00 to the Secretary of State.

Thank your for your assistance in this matter. If you have any questions, please immediately contact me at the above telephone number.

Cordially,



Clifton A. Livingston

FILED
99 JUN -3 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC

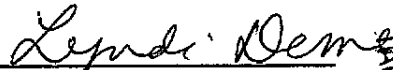
T. LEWIS JUN 10 1999

ARTICLE OF AMENDMENT

We, the undersigned, being the sole shareholders of DISCOUNT WARRANTIES, INC., a corporation organized and existing under the laws of the State of Florida, do hereby take the following action by written consent, pursuant to the provisions of Section 607.134, Florida Statutes:

RESOLVED, that the name of the corporation, DISCOUNT WARRANTIES, INC., shall be changed to MOTOR VEHICLE WARRANTY CENTER, INC. as of this date, the corporation shall henceforth be known as MOTOR VEHICLE WARRANTY CENTER, INC.

Dated: JUNE 1, 1999


LYNDI DEMERS
Director, President and Shareholder

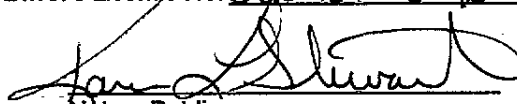

FILED
99 JUN -3 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this JUNE 1, 1999, by LYNDI DEMERS, an individual who has produced Florida Driver's License No. DS62536639D60 as identification and did not take an oath.



KAREN L. STEWART
Notary Public - State of Florida
COMMISSION # CC 569081
EXPIRES JUL 11, 2000


Notary Public

Notary's Printed Name
My Commission Expires:

**ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS
OF DISCOUNT WARRANTIES, INC..**

The undersigned, LYNDI DEMERS being the sole shareholder of the corporation, DISCOUNT WARRANTIES, INC., takes the following action by written consent:

RESOLVED, that the corporation's name shall be changed from DISCOUNT WARRANTIES, INC., to MOTOR VEHICLE WARRANTY CENTER, INC.

Dated: June 1, 1999

A handwritten signature in cursive script, reading "Lyndi Demers", written over a horizontal line.

LYNDI DEMERS

Director, President and Shareholder