



Department of State.

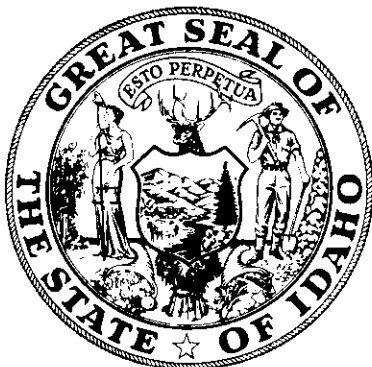
**AMENDED CERTIFICATE OF AUTHORITY
OF**

SERVICE CONTRACT MANAGEMENT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **SERVICE CONTRACT MANAGEMENT COMPANY** for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to ~~WESTERN PREFERRED SERVICE CONTRACT CORPORATION~~ to transact business in this State under the name **WESTERN PREFERRED SERVICE CONTRACT CORPORATION** and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated **January 27**, 19 **84**.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on August 24, 19 81, authorizing it to transact business in the State of Idaho under the name of Service Contract Management Company.
2. Its corporate name has been changed to Western Preferred Service Contract Corporation.
(Note: If the corporation name has not been changed, insert "No change.")
3. The name which it shall use hereafter in the State of Idaho is Western Preferred Service Contract Corporation.
Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)
4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated January 20, 19 84.

By _____

Its _____ President

And _____

Its _____ Secretary

STATE OF TEXAS)

COUNTY OF TARRANT) ss:

I, Charles L. York, a notary public, do hereby certify that on this

20th day of January, 19 84, personally appeared

(continued on reverse)

before me F. H. Gunther, who being by me first duly sworn,
declared that he is the President of Western Preferred Service
Contract Corporation,

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.

Charley L. York
Notary Public

JAN 27 1984 AM 10:04



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

Formerly: WESTERN PREFERRED SERVICE CONTRACT CORPORATION
SERVICE CONTRACT MANAGEMENT COMPANY

Articles of Amendment

January 9, 1984

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

9th day of *January*, A. D. 19 *84*

dh

John W. Fairley
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF SERVICE CONTRACT MANAGEMENT COMPANY

FILED
In The Office of the
Secretary of State of Texas
Secretary of S...

JAN 09 1984

ARTICLE ONE

Clerk II T
Corporations Section

The name of the corporation, as currently shown in the records of the Secretary of Texas, is: Service Contract Management Company.

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted on December 12, 1983:

ARTICLE ONE is amended as follows:

ARTICLE ONE

"The name of the corporation is Western Preferred Service Contract Corporation.

ARTICLE ELEVEN is amended as follows:

ARTICLE ELEVEN

"The registered office address of the corporation is 777 Main Street, 2300 Continental Plaza, Fort Worth, Texas 76102, and the name of the registered agent at such address is F. H. Gunther.

ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was: One Thousand (1,000) shares, One Dollar (\$1.00) par value, common stock.

ARTICLE FOUR

The holder of all shares outstanding and entitled to vote has signed a consent in writing adopting said amendments.

DATED: December 12, 1983

SERVICE CONTRACT MANAGEMENT
COMPANY

BY: F. Larry Lamm
President

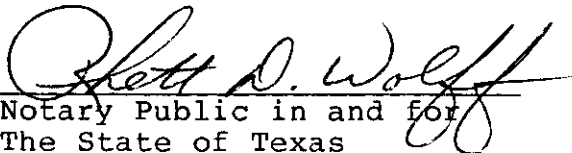
BY: James D. Lamm
Secretary

(11/1/83)

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared F. Larry Tunnell and Donald G. Carnahan, who under oath declared that they are the President and Secretary, respectively, of Service Contract Management Company, and that they signed the foregoing document in the capacities therein set forth and declared that the statements therein contained are true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 12TH day of DECEMBER, 1983.


Notary Public in and for
The State of Texas

My Commission expires:

7-16-84

CONSENT

The undersigned, being all directors of Service Contract Management Company, a Texas corporation, joined herein by Early American Insurance Company, the owner and holder of all shares of issued and outstanding capital stock of such corporation, hereby adopt and consent to the following action to the same extent and effect as if such action had been taken at duly called and convened separate meetings of the stockholders and board of directors, respectively, of such corporation, at which meetings all stockholders and all directors, respectively, were present and noted unanimously in favor thereof:

"RESOLVED, that the name of the corporation shall be changed from Service Contract Management Company to Western Preferred Service Contract Corporation.

"FURTHER RESOLVED, that the registered office address of the corporation shall be changed from 6th Floor, Commerce Building, 307 West 7th Street, Fort Worth, Texas 76102 to 777 Main Street, 2300 Continental Plaza, Fort Worth, Texas 76102.

"FURTHER RESOLVED, that the Articles of Incorporation be amended to effect such change of name and change of registered office address of the corporation, and that the proper officers of the corporation be, and they are hereby, authorized and instructed to execute such documents and agreements, and take such other and further action, as they deem necessary or desirable to carry out these resolutions."

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 12TH day of DECEMBER, 1983.

Larry Tunnell
Larry Tunnell

Bob D. Libby
Bob D. Libby

F. H. Gunther
F. H. Gunther

John M. Gillette
John M. Gillette

Gary S. Dearen
Gary S. Dearen

Early American Insurance Company

By: Gary S. Dearen