

State of Idaho

Office of the Secretary of State

**AMENDED CERTIFICATE OF AUTHORITY
OF**

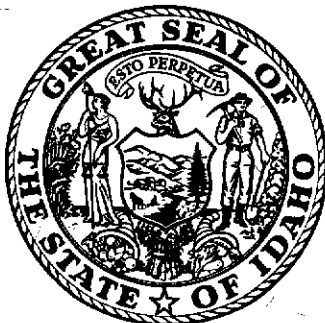
PHILADELPHIA FINANCIAL GROUP, INC.

File Number C 109145

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is 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 reflect the name change from PHILADELPHIA FINANCIAL GROUP, INC. to **PHILADELPHIA FINANCIAL AGENCY INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: September 30, 2010



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

10 SEP 30 PM 3:30

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, 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. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on: 04/10/1995,
authorizing it to transact business in the State of Idaho under the name of:
Philadelphia Financial Group, Inc.
2. Its corporate name has been changed to: Philadelphia Financial Agency Inc.
3. The name which it shall use hereafter in the State of Idaho is:
Philadelphia Financial Agency Inc.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: 9/28/10 Corporation Name: Philadelphia Financial Agency Inc.

Signature: _____

Typed Name: Susan M. Oberlies

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE

09/30/2010 05:00

CK: 19751 CT: 20168 BH: 1241237

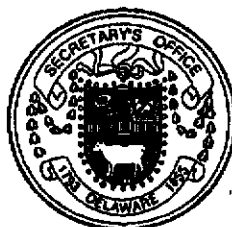
1 @ 30.00 = 30.00 AMEND CERT # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PHILADELPHIA FINANCIAL GROUP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PHILADELPHIA FINANCIAL AGENCY INC.", THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2010, AT 3:42 O'CLOCK P.M.



2462092 8320

100949260

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8256366

DATE: 09-28-10