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(City/State/Zip/Phone #)

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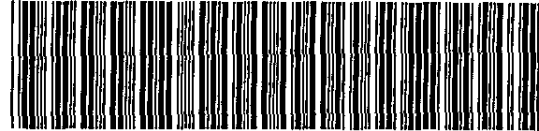
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
SHOWCASE WARRANTY, INC.

The undersigned subscriber to these Articles of Incorporation hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be SHOWCASE WARRANTY, INC.

ARTICLE II

NATURE OF BUSINESS

The nature of business of this corporation shall be any and all activities involved with the warranty, service contract, or the subcontracting of repair work to automobile dealers or other entities.

Any business authorized by law in the State of Florida and in the United States of America.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at any time is Five hundred (500) shares of common stock, each having the par value of \$5.00

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

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ARTICLE VI

ADDRESS

The initial street address of the principal office of this corporation and registered office is to be:

13102 North 20<sup>th</sup> Street, Suite 6  
Tampa, Florida 33612-3771

and the name and address of the initial registered agent is

John Flanders  
13102 North 20<sup>th</sup> Street, Suite 6  
Tampa, Florida 33612-3771

The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may deem fit.

ARTICLE VII

DIRECTORS

The corporation shall have one (1) director, initially. The number of directors may be changed from time to time by the By-Laws.

ARTICLE VIII

MANAGEMENT

The business and affairs of the corporation shall be managed by the shareholders of the corporation and the Board of Directors.

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the first Board of Directors and subscribers who shall hold office until their successors are elected and have qualified, are as follow:

John Flanders  
13102 North 20<sup>th</sup> Street, Suite 6  
Tampa, Florida 33612-3771

## ARTICLE X

### EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

## ARTICLE XI

### BY-LAWS

The By-Laws of this corporation shall be promulgated by the Board of Directors and approved by a majority of the stockholders at any regular meeting. Thereafter, the By-Laws may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose and then ratified by a majority of the stockholders at their regularly scheduled meeting.

## ARTICLE XII

### STOCK RESTRICTIONS

Restrictions of Stock: No holder of shares of stock of this corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of this corporation which he owns or may hereafter acquire except as follows:

(a) Sale during lifetime.

Any shareholder who wishes to dispose of his stock interest in this corporation during his lifetime shall offer to sell his stock interest to the corporation and the corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event that this corporation is unable to purchase all or part of the shares of stock owned by the selling shareholder, because of the corporation's financial condition or for any other reason, the remaining stockholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, or the remaining shareholders, the selling shareholder may dispose of his stock to another person.

(b) Purchase of stock upon shareholder's death.

Upon the death of a shareholder, the legal representative within six (6) months after the death of the shareholder shall offer to sell all of the decedent's shares to the corporation for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event the corporation is unable to purchase all of any part of the shares owned by the selling shareholder because of the corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, nor the remaining shareholders, the selling shareholder may dispose of his stock to another person.

Notice of Sale of Stock: The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the corporation. The corporation shall thereupon have thirty (30) days in which to make their purchase.

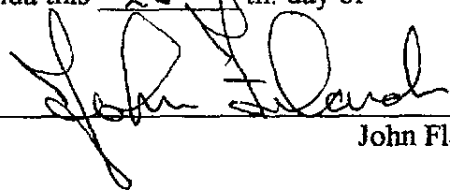
Endorsement on Stock Certificates: All certificates of this corporation owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this corporation".

ARTICLE XIII

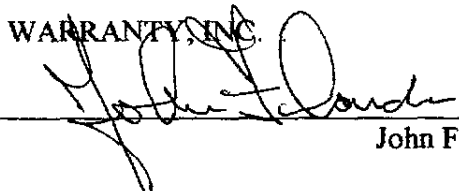
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholder's meeting by a majority vote thereon, unless all the Directors and all the stockholders sign a written consent manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 26<sup>th</sup> day of APRIL, 2004.

  
\_\_\_\_\_  
John Flanders

I, accept the designation as registered agent for SHOWCASE WARRANTY, INC.

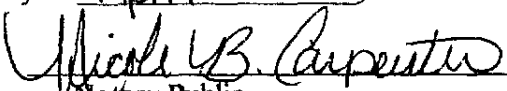
  
\_\_\_\_\_  
John Flanders

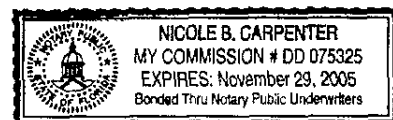
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, an officer duly authorized to take acknowledgments, on this day personally appeared John Flanders, who presented to me Florida Drivers License # F 453 461 44 129 to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation for the purposes herein stated.

WITNESS my hand and official seal this 26<sup>th</sup> day of April, 2004.

  
\_\_\_\_\_  
Nicole B. Carpenter  
Notary Public



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DIVISION OF CORPORATIONS  
2004 MAY - 6 AM 10:00