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RESUBMISSION
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FLORIDA DEPARTMENT OF STATE
Division of Corporations
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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Articles of Incorporation**of****Ethos Services of Florida, Inc.****Adopted as of September 6th, 2007****Table of Contents**

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Articles of Incorporation (cont.)

Articles of Incorporation

Article I. Name

The name of the Corporation is **Ethos Services of Florida, Inc.**

Article II. Principal Place of Business

The principal place of business and mailing address of the Corporation is:

5215 North O'Connor Boulevard
Suite 1000
Irving, Texas 75039
(Dallas County)

Article III. Purpose

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as may be amended. Further and without limiting the generality of the foregoing, the Corporation may engage in the business of a motor vehicle service agreement company pursuant to Chapter 634 of the Florida Statutes, as may be amended.

Article IV. Incorporator(s)

The names and mailing address of the incorporator is:

<u>Name</u>	<u>Mailing Address</u>
David B. Snyder	5215 North O'Connor Boulevard Suite 1000 Irving, Texas 75039 (Dallas County)

Article V. Registered Office and Registered Agent

The name of the Corporation's registered agent and its mailing address is:

<u>Name</u>	<u>Mailing Address</u>
NRAI Services, Inc.	2731 Executive Park Drive, Suite 4 Weston, Florida 33331 (Broward County)

Article VI. Term

The term of existence of the Corporation shall be perpetual.

Article VII. Capital Stock*Section 7.01. Number of Shares.*

The total number of shares of all classes of capital stock, which the Corporation shall have authority to issue, is 1,000 shares, of which 200 shares shall be shares of Preferred Stock without par value (hereinafter called "Preferred Stock"), and 800 shares shall be shares of Common Stock of the par value of \$0.01 per share (hereinafter called "Common Stock").

Section 7.02. Effect of Amendment.

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Articles of Incorporation (cont.)

Any amendment to the Articles of Incorporation, which shall increase or decrease the authorized capital stock of the Corporation, may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote.

Section 7.03. Preferred Stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock shall be as follows:

- (a) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers full or limited but not to exceed one vote per share, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in this Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:
 - (i) the designation of such series;
 - (ii) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of the Corporation, and whether such dividends shall be cumulative or noncumulative;
 - (iii) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
 - (iv) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
 - (v) whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of the Corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;
 - (vi) the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of Directors or otherwise; provided, however, that in no event shall any holder of any series of Preferred Stock be entitled to more than one vote for each share of such Preferred Stock held by him;
 - (vii) the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolution; and
 - (viii) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.
- (b) Except as otherwise required by law and except for such voting powers with respect to the election of Directors or other matters as may be stated in the resolutions of the Board of

Articles of Incorporation (cont.)

Directors creating any series of Preferred Stock, the holders of any such series of Preferred Stock shall have no voting power whatsoever.

Section 7.04. Certificates.

The shares of a Corporation shall be represented by certificates signed by the Chief Executive Officer, President, or a Vice-President and the Secretary or an Assistant Secretary of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof. The signatures of the Chief Executive Officer, President, or Vice-President and the Secretary or Assistant Secretary upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the Corporation itself or an employee of the Corporation. In case any Officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such Officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such Officer at the date of its issue.

Article VIII. Consent of Stockholders in Lieu of Meeting

Any action required or permitted to be taken at an annual or special meeting of the Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the non-consenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to the address of record.

Article IX. Amendment of the Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

Article X. Director(s)

Section 10.01. Generally.

The management of the business and the conduct of the affairs of the Corporation shall be vested in the Board of Directors.

Section 10.02. Initial Directors.

The initial Board shall consist of one (1) Director and the name and address of the person who shall serve as Director until the first annual meeting of Stockholders or until their successors can be elected and qualified is:

<u>Name</u>	<u>Mailing Address</u>
David M. Terek	5215 North O'Connor Boulevard Suite 1000 Irving, Texas 75039

Section 10.03. Number of Directors.

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by, or in the manner provided in, the Bylaws, except as to the number constituting the initial Board of Directors, which number has been fixed by these Articles of Incorporation. The number of Directors may be increased or decreased from time to time by

Articles of Incorporation (cont.)

amendment to, or in the manner provided in these Articles of Incorporation or the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a Bylaw providing for the number of Directors, the number shall be the same as that provided for in these Articles of Incorporation.

Section 10.04. Contracts With Directors and Officers

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because their votes are counted for such purpose if the:

- (a) material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction; or
- (b) material facts of the transaction and the Director's interest were disclosed or known to the Stockholders entitled to vote and they authorized, approved, or ratified the transaction;

and the transaction was fair to the Corporation.

Article XI. Officers

The initial Officers are as follows:

<u>Name</u>	<u>Title</u>
David M. Terek	Chief Executive Officer and President
Jeff J. Lukash	Chief Financial Officer and Treasurer
Shaleen K. Wunrow	Assistant Secretary
David B. Snyder	General Counsel, Secretary, Compliance Officer, and SVP

Article XII. Bylaws

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with applicable law or the Articles of Incorporation.

Article XIII. Indemnification

Section 13.01. Indemnification of Directors, Officers, et al.

To the extent the law permits: the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination

Articles of Incorporation (cont.)

of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 13.02. FBCA.

It is the intention of the stockholder(s) that the Directors, Officers, or employees of the Corporation be protected from personal liability to the fullest extent permitted by the Florida Business Corporation Act as it now or hereafter exists. If at any time in the future the Florida Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection afforded by this Article shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

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Articles of Incorporation (cont.)

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity this 6th day of September 2007.

Alison Hand, Asst Sec

Alison Hand
NRAI Services, Inc.
Registered Agent

The undersigned, being all of the incorporators above named, for the purpose of forming a Corporation pursuant to the Florida Business Corporation Act, signs and acknowledges this Articles of Incorporation this 6th day of September, 2007.

David B. Snyder
David B. Snyder
Incorporator

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