

P96000066300

KATZ, KUTTER, HAIGLER, ALDERMAN, MARKS, BRYANT & YON

PROFESSIONAL ASSOCIATION
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August 7, 1996
REPLY TO: TALLAHASSEE

TRAVIS L. MILLER
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OF COUNSEL:
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PATRICK P. MAHONEY
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GOVERNMENTAL CONSULTANTS:
MONICA A. LABBETH¹
PAT GRIFFITH O'CONNELL²
S. CLINT SHAWLEY³
GERALD C. WEBSTER⁴
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR
J. ANDREW KELLEN, III, C.P.A.

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 323301

RE: Warranty Insurance Corporation

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,


Travis L. Miller

TLM/tj
Enc.

11000115017151
08/08/96 - 111058 - 005
***122.50 ***122.50

RECEIVED
96 AUG - 8 96 PM 3:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
- 8 1996
D. BROWN, AUG 8 1996

Call when Ready

**ARTICLES OF INCORPORATION
OF
WARRANTY INSURANCE CORPORATION**

FILED
05 AUG -8 PM 3:54
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, incorporator who is a citizen of the United States and more than 18 years of age, desiring to form a corporation under Chapter 607, Florida Statutes and other applicable laws of the State of Florida, does hereby certify:

ARTICLE I

The name of this corporation (which is hereinafter called the "Company") shall be:

WARRANTY INSURANCE CORPORATION

The principal office of the Company shall be located at 4400 Government Boulevard, Mobile, Alabama 36693.

ARTICLE II

The Company may engage in any lawful business or activity for which a corporation may be organized under the laws of Florida, including any acts or activities incidental to such business.

ARTICLE III

The Company shall have perpetual existence, unless sooner dissolved as provided for by the laws of Florida.

ARTICLE IV

The authorized capital stock of the Company shall be divided into ten thousand (10,000) shares with no par value. Such stock shall be of a single class.

ARTICLE V

The street address of the initial registered office of this Company in the State of Florida is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is Travis L. Miller. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VI

Unless otherwise provided by shareholder agreement, the Board of Directors of the Company shall conduct the affairs of the Company and shall consist of one or more directors, the exact number of which shall be from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the Company. The names and addresses of the initial Board of Directors of the Company, who shall hold office until the first annual meeting of stockholders, which shall be held not later than one year from the date of incorporation of the Company, and until their successors have been duly elected and qualified, are as follows:

Larry T. Myers
6401 Canebrake
Mobile, AL 36695

In addition to the powers and authority herein or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company, subject to the provisions of the statutes of Florida, this Certificate of Incorporation, and the Bylaws of the Company; provided, however, that no Bylaws

hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

ARTICLE VII

The principal office of the Company shall be located at 4400 Government Boulevard, Mobile, Alabama 36693, but the Company may establish and maintain its principal office at such other place within or without the State of Florida as may be determined by the Board of Directors.

ARTICLE VIII

The name and address of the incorporator, is:

Travis L. Miller
106 East College Avenue, Suite 1200
Tallahassee, FL 32399

ARTICLE IX

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Company may be kept (subject to any limitations provided by Florida law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Company.

ARTICLE X

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


IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute these Articles of Incorporation under the laws of the State of Florida this 7th day of August, 1996.

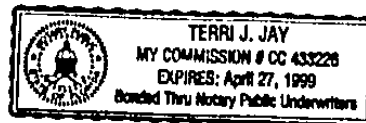

Travis L. Miller

STATE OF FLORIDA
COUNTY OF Leon

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, TRAVIS L. MILLER, to me personally known or who has produced (personally known) as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 7th day of August, 1996.


Notary Public
My Commission Expires: _____
Commission Number: _____



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED
96 AUG -8 PM 3:56
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Section 48.091 and 607.034, the following
submitted:

WARRANTY INSURANCE CORPORATION, desiring to organize as a corporation under
the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee,
Florida 32301, as its initial Registered Office and has named Travis L. Miller located at said
address as its initial Registered Agent.


Travis L. Miller

Having been named Registered Agent for the above stated corporation, at the designated
Registered Office, the undersigned hereby accepts said appointment and agrees to comply with
the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Travis L. Miller
Registered Agent

KATZ, KUTTER, HAIGLER, ALDERMAN, MARKS, BRYANT & YON

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(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR
J. ANDREW HELLER, III, C.P.A.

P96000066300

REPLY TO: TALLAHASSEE

October 4, 1996

200001965992
-10/07/96--01002--022
*****87.50 *****87.50

Secretary of State
Division of Corporations
The Firestone Building
Tallahassee, FL 32399

Re: Articles of Amendment for Warranty Insurance Corporation

Please find enclosed an original and two copies of Articles of Amendment for the Warranty Insurance Corporation. We have also included our check in the amount of \$87.50 for the filing and a certified copy.

Warranty Corporation was incorporated on August 9, 1996, with certificate #P96000066300

Please contact me when the Articles are ready and I will send a runner to pick them up.
Thank you for your assistance.

Sincerely,

Terri J. Jay
Terri J. Jay
Secretary to
Travis L. Miller

Amendment
10/7/96
DZ

/tj
Enc.

RECEIVED
96 OCT -4 PM 4:10
DIVISION OF CORPORATIONS
FILED
96 OCT -4 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WARRANTY INSURANCE CORPORATION**

FILED
96 OCT -4 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: An amendment is adopted which authorizes the Corporation to issue two classes of shares by amending Article IV as follows:

ARTICLE IV

The Corporation shall be authorized to issue two (2) classes of stock as follows:

The Corporation may issue a single class of common stock ("Class A") consisting of 10,000 authorized shares with par value of one cent (\$0.01) per share. The holders of Class A shares shall have exclusive voting rights and powers and shall be entitled, in the event of liquidation, dissolution, and winding up of the Corporation, whether voluntary or involuntary, to distribution of the assets of the Corporation after distributions to Class B shareholders as provided in this Article.

The Corporation may issue a single class of preferred stock ("Class B") consisting of 500 authorized shares. Each such share shall have par value of one cent (\$0.01). The holders of Class B shares shall have no voting rights. The holders of Class B shares shall be entitled to receive, if authorized by the board of directors of the Corporation, a preferential cumulative dividend of three percent (3%) payable each year out of the surplus net profits of the Corporation. In addition to any such three percent cumulative dividend, holders of Class B shares shall be entitled to receive an additional three-and-one-half percent (3½%) noncumulative dividend in any year in which the net profits of the Corporation exceed twenty percent (20%) of the Corporation's gross sales.

In the event of liquidation, dissolution, and winding up of the Corporation, whether voluntary or involuntary, the holders of Class B shares shall be entitled to be paid an amount equal to \$2000 per share before any amount shall be paid to the holders of Class A stock. After payment to the holders of Class B shares are provided herein, the remaining assets and funds of the Corporation shall be distributed and paid to the holders of Class A shares pro rata according to their respective shares.

All or any portion of the outstanding Class B shares shall be redeemable at \$2000 per share at the sole option and discretion of the board of directors of the Corporation. No such redemption shall be made if the Corporation is insolvent, if the redemption would render the Corporation insolvent, or if the redemption would reduce the Corporation's assets below amounts required to meet applicable legal or regulatory requirements. In the case

of a partial redemption, the redemption may be either pro rata among the various holders of the Class B shares or the shares to be redeemed may be chosen by lot, whichever the board of directors shall determine.

SECOND: This amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

THIRD: The date of this amendment's adoption is October 4, 1996.

FOURTH: This amendment is adopted by the incorporator of the Corporation. The Corporation currently has no shares of any kind issued or outstanding. Therefore, this amendment is adopted without shareholder action.

Signed this 4 day of October, 1996.

By:


Travis L. Miller
Incorporator

P96000066300

KATZ, KUTNER, HAIGLER, ALDERMAN, MARY BRYANT & TON
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

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REPLY TO TALLAHASSEE

February 17, 1997

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Secretary of State
Division of Corporations
The Firestone Building
Tallahassee, FL 32399

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-02/18/97--01042--021
*****87.50 *****87.50

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Please contact me when the Articles are ready and I will send a runner to pick them up. Thank you for your assistance.

Sincerely

Terri J. Jay
Terri J. Jay
Secretary to
Travis L. Miller

FILED
97 FEB 18 11:48 AM '97
TALLAHASSEE, FLORIDA
STATE DIVISION OF CORPORATIONS

/tj
Enc.

N. HENDRICKS FEB 18 1997

Amend

Articles of Amendment to
Articles of Incorporation of
Warranty Insurance Corporation

FILED

97 FEB 18 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of Warranty Insurance Corporation, a Florida corporation, hereby certify the following amendments were unanimously adopted by the Shareholders and Directors of the corporation by unanimous written consent dated the 14th day of February, 1997.

ARTICLE 1. is amended to read as follows:

The name of the corporation (which is hereinafter called the "Company") shall be:

WARRANTY ACCEPTANCE CORPORATION

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 14th day of February, 1997.



President

ATTEST:



Secretary

(Seal)