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August 5, 1999

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SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

GOVERNMENT CONSULTANTS:  
 LESLIE Y. DUGHI\*  
 PAT GRIFFITH O'CONNELL\*  
 E. CLINT SMAWLEY\*  
 GERALD C. WESTER\*  
 (\*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:  
 J. ANDREW KELLER, III, C.P.A.

Division of Corporations  
 Florida Department of State  
 409 East Gaines Street  
 Tallahassee, Florida 32399

Via Hand Delivery

RE: ETI Warranty Finance Corporation

Dear Division of Corporations:

I have enclosed for filing the Articles of Incorporation for ETI Warranty Finance Corporation. Please file the Articles and provide a certified copy. Our messenger will pick up the certified copy tomorrow afternoon.

I have enclosed a check in the amount of \$43.75 for the filing and certification fees.

Please call me if you have any questions. Thank you for your assistance in this matter.

Sincerely, 100002952031--8  
 -08/03/99--01001--020  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

*Alison Hurley*  
 Alison E. Hurley  
 Assistant to Mark E. Kaplan

Enclosures

100002952031--8  
 -08/06/99--01001--012  
 \*\*\*\*\*43.75 \*\*\*\*\*43.75

RECEIVED  
 DIVISION OF CORPORATIONS  
 AUG 5 1999

AK 8/11

ARTICLES OF INCORPORATION  
OF  
ETI WARRANTY FINANCE CORPORATION

99 AUG -6 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I**  
**Name and Address**

The name of the Corporation shall be ETI Warranty Finance Corporation. Its principal office shall be located at 2393 South Congress Avenue, West Palm Beach, Florida 33406.

**ARTICLE II**  
**Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**Stock**

The authorized capital stock of the Corporation shall consist of 1,000 shares of a single class of Common Stock with par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV**  
**Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Mark E. Kaplan  
106 East College Avenue, Suite 1200  
Tallahassee, Florida 32301

**ARTICLE V**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI**  
**Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is Mark E. Kaplan. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

**ARTICLE VII**  
**Board of Directors**

The business of the Corporation shall be managed by a Board of Directors. The Board shall initially have three (3) seats. The size of the Board may be altered as provided in the Bylaws.

**ARTICLE VIII**  
**Initial Directors**

The initial Directors of the Corporation shall be: Myron H. Finkelstein, Paul C. Murstein, and Carl Seaman. The address of each is 2393 South Congress Avenue, West Palm Beach, Florida 33406.

**ARTICLE IX**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

#### **ARTICLE X**

##### **Indemnification of Directors and Officers**

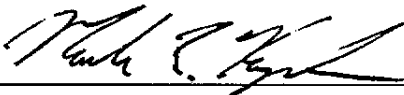
The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

#### **ARTICLE XI**

##### **Amendment**

These Articles of Incorporation may be amended only by an affirmative vote of at least seventy-five percent (75%) of all outstanding shares of voting stock of the Corporation, unless the vote of a larger majority is required by applicable law or by an agreement of the nature referred to in Article III of these Articles.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 5th day of August, 1999.

  
\_\_\_\_\_  
Mark E. Kaplan

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mark E. Kaplan, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 5th day of August, 1999.

  
\_\_\_\_\_  
Notary Public  
My commission expires:



Noreen A. Fenner  
MY COMMISSION # CC580742 EXPIRES  
August 28, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for ETI Warranty Finance Corporation was acknowledged before me this 5<sup>th</sup> day of August, 1999, by Mark E. Kaplan, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

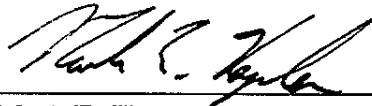


Noreen A. Fenner  
MY COMMISSION # CC580742 EXPIRES  
August 28, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

**ETI WARRANTY FINANCE CORPORATION**  
**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

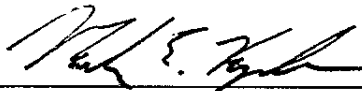
ETI Warranty Finance Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301 as its initial Registered Office and has named Mark E. Kaplan, located at that address as its initial Registered Agent.



Mark E. Kaplan  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for ETI Warranty Finance Corporation at the place designated in its Articles of Incorporation, the undersigned, Mark E. Kaplan, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.



Mark E. Kaplan

**FILED**  
99 AUG -6 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA