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(Requestor's Name)

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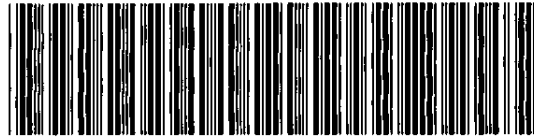
(Business Entity Name)

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## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Mapfre Warranty Corporation of Florida  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Tim Schoenwald  
Name (Printed or typed)

325 W. College Ave.  
Address

Tallahassee, FL 32301  
City, State & Zip

850.425.4000  
Daytime Telephone number

ts@mcmanlawfirm.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**MAPFRE WARRANTY CORPORATION OF FLORIDA**

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 607, Florida Statutes, hereby certifies as follows:

**ARTICLE I**

The name of the corporation is MAPFRE Warranty Corporation of Florida (hereafter called the "Corporation"). The Corporation's existence shall be perpetual.

**ARTICLE II**

The Corporation's initial Florida address is 5959 Blue Lagoon Drive, Suite 400, Miami, Florida 33126. The name of its registered agent is Meenan P.A., whose address is 325 West College Avenue, Tallahassee, Florida 32301. A copy of the required written acceptance of designation as registered agent is appended hereto as Exhibit A.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under Chapter 607, Florida Statutes.

**ARTICLE IV**

The total number of shares of capital stock which the Corporation shall have the authority to issue is 800,000 shares designated Common Stock, \$ 0 par value per share.

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TALLAHASSEE, FLORIDA

## ARTICLE V

The name and address of the Sole Incorporator are Century Automotive Services Corporation, 5959 Blue Lagoon Drive, Suite 400, Miami, Florida 33126. The powers of the incorporator are terminated upon the filing of these Articles of Incorporation.

## ARTICLE VI

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation, its directors, and stockholders:

(a) The Corporation shall always have at least one director, and may have as many directors as permitted or otherwise fixed by the by-laws. *Election of directors need not be by ballot unless the by-laws so provide.* The initial members of the board of directors are: Jaime Tamayo, Dennis Fantis and Ruben Santos Martin.

(b) The Board of Directors shall have power without assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(c) The Directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a

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majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote such stock (provided that a lawful quorum of stockholders is represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of any director's interest, or for any other reason.

(d) In addition to the powers and authorities hereinbefore 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 Corporation; subject, nevertheless, to the statutes of Florida, to these articles, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the Directors which would have been valid if such by-law had not been made.

#### ARTICLE VII

The following provisions are inserted for the benefit of the Directors and Officers of the Corporation.

(a) The personal liability of the Directors and Officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented.

(b) To the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented, the Corporation shall indemnify its Directors and Officers under Chapter 607 from and against any and all of the expenses, liabilities or other matters referred to in or covered by Chapter 607, and the indemnification provided

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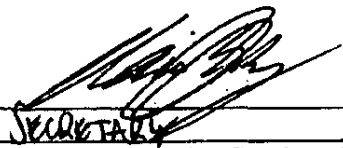
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for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to any action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(c) These provisions shall apply for the benefit of any former Director or Officer, but the benefit shall be limited solely to those matters which arose while the individual served as a Director or Officer.

(d) Any modification of this Article VII shall be prospective only and shall not adversely affect any indemnification or limitation on the personal liability of a Director or Officer of the Corporation existing at the time of such modification.

IN WITNESS WHEREOF, I have hereunto set my hand this 9<sup>th</sup> day of June 2016.

By:   
Title: SECRETARY  
Century Automotive Services Corporation

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS ON MAPFRE WARRANTY CORPORATION OF  
FLORIDA WITHIN THE STATE OF FLORIDA, DESIGNATING AGENT  
UPON WHOM PROCESS MAY BE VERIFIED, AND AGENT'S  
ACCEPTANCE OF DESIGNATION**


PURSUANT to Chapters 48 and 607, Florida Statutes, the following is submitted  
in compliance with said Acts:

MAPFRE Warranty Corporation of Florida, a corporation organized under the  
laws of the State of Florida, with its initial principal place of business at 5959 Blue  
Lagoon Drive, Suite 400, Miami, Florida 33126, has named Meenan P.A., 325 West  
College Avenue, Tallahassee, Florida 32301, Leon County, State of Florida, as its agent  
to accept service of process within the State.

ACKNOWLEDGMENT: Having been designated to accept service of process  
for the above stated company, at the place designated in this Certificate, the undersigned  
hereby accepts the designation and agrees to act in this capacity and comply with the  
provisions of said Acts relative to keeping open said office.

Dated June 9, 2016, in Tallahassee, Florida.

MEENAN P.A.

By:   
Timothy G. Schoenwalder

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JUN 16 2016  
TALLAHASSEE, FL  
CLERK OF COURT

EXHIBIT A