

Document Number

**F00000001082**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-02/29/00--01059--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

GMACI Acquisition Corp.

- |                                              |                                                 |                                             |
|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Call If Problem        | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            | <input type="checkbox"/> Will Wait              |                                             |

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STATE  
CORPORATIONS

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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2/29/00

STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

00 FEB 29 AM 11:22  
RECEIVED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. GMACI ACQUISITION CORP.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Michigan  
(State or country under the law of which it is incorporated)

3. 22-3704001  
(FEI number, if applicable)

4. January 27, 2000  
(Date of incorporation)

5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3044 W. Grand Blvd, MC 482-1X3-301, Detroit, Michigan 48202

(Current mailing address)

8. See attached purpose clause  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine  
Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

MARC A. GILLIS, Asst. VP

(Type Name and Title of Officer)

SECRETARY OF STATE  
00 FEB 22 11 23 AM '05  
TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: See attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

FILED  
CORPORATION DIVISION  
FEB 29 PH 2:47  
TALLAHASSEE, FLORIDA

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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13. Cathy L. Ouenneville  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Cathy L. Ouenneville, Secretary  
(Typed or printed name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
GMACI ACQUISITION CORP.**

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To engage in the business of third party administration of service and warranty contract, including selling, servicing, and/or acting as the obligor with respect to such contracts, and all other business or activities necessary, desirable or incidental thereto.

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**GMACI ACQUISITION CORP.**

**BOARD OF DIRECTORS**

William B. Noll, Chairman  
John P. Boris  
Thomas D. Callahan  
John J. Dunn, Jr.

**BUSINESS ADDRESS**

3044 West Grand Boulevard, Detroit, MI 48202  
400 Galleria Officentre, Suite 200, Southfield, MI 48034  
3044 West Grand Boulevard, Detroit, MI 48202  
3044 West Grand Boulevard, Detroit, MI 48202

**OFFICERS**

President:

William B. Noll

3044 West Grand Boulevard, Detroit, MI 48202

Vice President:

John P. Boris

400 Galleria Officentre, Suite 200, Southfield, MI 48034

Vice President & Treasurer:

John J. Dunn, Jr.

3044 West Grand Boulevard, Detroit, MI 48202

Secretary

Cathy L. Quenneville

3044 West Grand Boulevard, Detroit, MI 48202

General Counsel:

Joseph L. Falik

3031 West Grand Boulevard, Detroit, MI 48202

OFFICE  
29  
PM 2:47  
OPERATIONS

UNITED STATES OF AMERICA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

00 FEB 29 PM 2:47  
REGISTRATION DIVISION  
DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES

This is to Certify That

**GMACI ACQUISITION CORP.**

was validly incorporated on January 27, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 25th day of February, 2000.

, Director

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Corporation, Securities and Land Development Bureau