



F01000003914

ACCOUNT NO. : 072100000032

REFERENCE : 221789 7274951

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 13, 2001

ORDER TIME : 10:21 AM

ORDER NO. : 221789-075

CUSTOMER NO: 7274951

CUSTOMER: Mr. Anthony R. Scatena
Guardian Warranty
44 Pierce Street

Kingston, PA 18704

FOREIGN FILINGS

NAME: THE ULTIMATE WARRANTY
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

000004493670--6
-07/24/01--01039--018
*****70.00 *****70.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

FILED
01 JUL 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JUL 24 AM 11:24
DIVISION OF CORPORATION

**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. THE ULTIMATE WARRANTY CORPORATION
(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. OHIO 3. 31-1538380
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. DECEMBER 31, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 21360 CENTER RIDGE ROAD ROCKY RIVER, OH 44146
(Principal office address)
same as above
(Current mailing address)
- TO SOLICITE WARRANTY AND SERVICE CONTRACT SALES THRU A NETWORK OF NEW & USED CAR DEALERS.
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

Corporation Service Company

Judith S. Blonett

(Registered agent's signature) As its agent

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.

01 JUL 24 PM 3:10
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

A. DIRECTORS

Chairman: TIMOTHY L. MILLER

Address: 21327 NOTTINGHAM DRIVE

FAIRVIEW PARK, OH 44126

Vice Chairman: TIMOTHY L. MILLER HOLDS ALL POSITIONS

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: TIMOTHY L. MILLER

Address: 21327 NOTTINGHAM DRIVE

FAIRVIEW PARK, OH 44126

Vice President: TIMOTHY L. MILLER HOLDS ALL POSITIONS

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Timothy L. Miller

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TIMOTHY L. MILLER PRES./SECT./TREAS.

(Typed or printed name and capacity of person signing application)

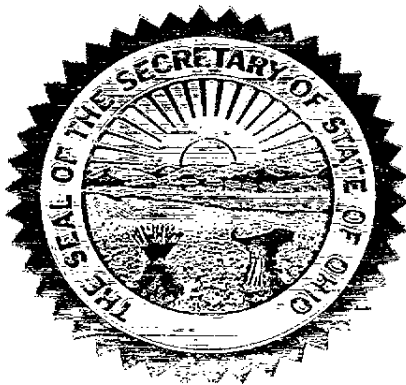
FILED
01 JUL 24 PM 3 10
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

}

01 JUL 24 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show THE ULTIMATE WARRANTY CORPORATION, an Ohio corporation, Charter No. 964493, having its principal location in North Royalton, County of Cuyahoga, was incorporated on December 31, 1996 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at

Columbus, Ohio on

July 19, 2001

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State