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STATE OF TEXAS
TALLAHASSEE, FLORIDA

Cert

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Western Service Contract Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeffrey R. Kenny
(Name of Person)

Western Service Contract Corp.
(Firm/Company)

3601 Haven Avenue
(Address)

Menlo Park, California 94025
(City/State and Zip code)

For further information concerning this matter, please call:

Jeffrey R. Kenny at (800) 828-3003 Ext. 3064
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



WESTERN SERVICE CONTRACT CORP.

October 19, 2005

Ms. Diane Cushing
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: WESTERN SERVICE CONTRACT CORPORATION
REF. NUMBER: W05000040490

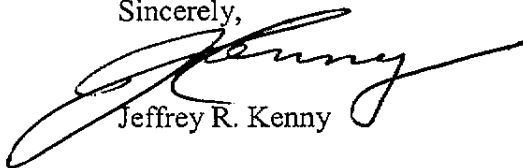
Dear Ms. Cushing:

Enclosed, please find a copy of your August 26, 2005 letter and a certificate of good standing for our corporation.

In our initial filing, we failed to enclose this certificate and did not have any additional certificates in-house. As a result, we had to order additional copies from the California Secretary of State and this process takes up to three weeks. I apologize for the deficiency in our initial filing and for the delay in getting this certificate to you.

Should you have any additional questions, please do not hesitate to contact me directly at (800) 828-3003 extension 3064. Thank you for your continued assistance.

Sincerely,



Jeffrey R. Kenny

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 26, 2005

JEFFREY R. KENNY
WESTERN SERVICE CONTRACT CORP.
3601 HAVEN AVENUE
MENLO PARK, CA 94025

SUBJECT: WESTERN SERVICE CONTRACT CORP.
Ref. Number: W05000040490

We have received your document for WESTERN SERVICE CONTRACT CORP. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 205A00054247

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. Western Service Contract Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 94-2970793
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05-15-1985 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not Applicable / New Business
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3601 Haven Avenue, Menlo Park, California, 94025
(Principal office address)

3601 Haven Avenue, Menlo Park, California, 94025
(Current mailing address)

8. Sale of Motor Vehicle Service Contracts
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

(Registered agent's signature) Jennifer Quinn Assistant Secretary

Jennifer Quinn Assistant Secretary

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: --Please See Attached--

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: --Please See Attached--

Address:

Vice President:

Address:

Secretary:

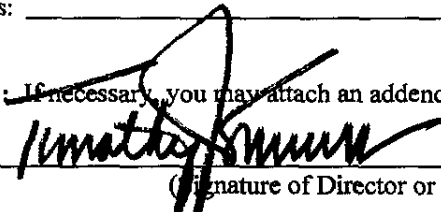
Address:

Treasurer:

Address:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Timothy J. Summers / Executive Vice President & Secretary
(Typed or printed name and capacity of person signing application)

**DIRECTORS, OFFICERS, and EXECUTIVES
WESTERN SERVICE CONTRACT CORP.**

FEIN: 94-2970793

Directors

John V. McGraw, Jr.	Director & Chairman
Joan Davey McGraw	Director
John M. McGraw	Director
Ann M. Morrical	Director
Michael J. McGraw	Director

Corporate Officers

Michael J. McGraw	President/CEO
Timothy J. Summers	Director & Executive Vice President & Secretary
Brian J. McSweeney	Director & Executive Vice President, General Counsel & Treasurer

Other Corporate Executives

Donald A. McAllister	Chief Information Officer
David L. Sacks	Chief Financial Officer
Susan Valencia	Vice President, Underwriting
Brian F. Weaver	Vice President, Sales
William H. Guthrie	Vice President, Product Development

The business address for all of the above named directors, officers, and executives is as follows:

3601 Haven Avenue
Menlo Park, CA 94025

2005 OCT 25 AM 01
SECRETARY OF STATE
TALMADGE BLDG
SACRAMENTO

1001-277

State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **15th day of May, 1985, WESTERN SERVICE CONTRACT CORP.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 13, 2005.



BRUCE McPHERSON
Secretary of State

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LEGAL SERVICES DIVISION