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(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FL 32301

T. Bush DEC 27 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 456791 7274728

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Lyndee*

ORDER DATE : December 12, 2012

ORDER TIME : 10:34 AM

ORDER NO. : 456791-010

CUSTOMER NO: 7274728

FOREIGN FILINGS

NAME: WARRANTECH DIRECT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 52949

EXAMINER: \_\_\_\_\_

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Warrantech Direct, Inc.

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," or "Certificate of Good Standing" 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:

Jackie Gomez

Name of Person

AmTrust North America, Inc.

Firm/Company

5800 Lombardo Center, Suite 200

Address

Cleveland, OH 44131

City/State and Zip code

jackie.gomez@amtrustgroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jackie Gomez

Name of Person

at ( 216 ) 328 6237

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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

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

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TALLAHASSEE, FLORIDA

1. Warrantech Direct, Inc.

(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. Texas

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

3. 75-2441382

(FEI number, if applicable)

4. July 07, 1992

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

c/o Warrantech Corporation Attn: Lisa Kirk

7. 2200 State Highway 121, Suite 100, Bedford, TX 76021

(Principal office address)

Attn: J. Gomez, AmTrust North America, Inc., 5800 Lombardo Ctr., #200, Cleveland, OH 44131

(Current mailing address)

To engage in any act or activity for which corporations may be organized.

8. To engage in any act or activity for which corporations may be organized

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

and to directly market service contracts.

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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

By: 

(Registered agent's signature)

Adam Cooper  
Assistant VP

Assistant Vice President

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:

**A. DIRECTORS**

Chairman: See attached officers/directors rider

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

**B. OFFICERS**

President: See attached officers/directors rider

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

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

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

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

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

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

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

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

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Susan Linder, Assistant Secretary

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

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SECRETARY OF STATE  
TALLAHASSEE, FL 32301

## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Warrantech Direct, Inc.

### List of Officers

<b>Name:</b> Stuart Hollander	<b>Title:</b> Chairman
<b>Bus. Addr.:</b> 59 Maiden Lane, New York, NY 10038	
<b>Name:</b> Sean Stapleton	<b>Title:</b> President/CEO
<b>Bus. Addr.:</b> 2200 State Highway 121, #100, Bedford, TX 76021	
<b>Name:</b> Bruce Saulnier	<b>Title:</b> President of Sales
<b>Bus. Addr.:</b> 2200 State Highway 121, #100, Bedford, TX 76021	
<b>Name:</b> Stephen Ungar	<b>Title:</b> Vice President
<b>Bus. Addr.:</b> 59 Maiden Lane, New York, NY 10038	
<b>Name:</b> Steve Knapp	<b>Title:</b> CFO
<b>Bus. Addr.:</b> 5800 Lombardo Center, #200, Cleveland, OH 44131	
<b>Name:</b> Sam Liotta	<b>Title:</b> Vice President
<b>Bus. Addr.:</b> 2200 State Highway 121, #100, Bedford, TX 76021	
<b>Name:</b> Harry Schlachter	<b>Title:</b> Treasurer
<b>Bus. Addr.:</b> 59 Maiden Lane, New York, NY 10038	
<b>Name:</b> Stephen Ungar	<b>Title:</b> Secretary
<b>Bus. Addr.:</b> 59 Maiden Lane, New York, NY 10038	
<b>Name:</b> Janie Clark	<b>Title:</b> Assistant Secretary
<b>Bus. Addr.:</b> 5800 Lombardo Center, #200, Cleveland, OH 44131	
<b>Name:</b> Susan Linder	<b>Title:</b> Assistant Secretary
<b>Bus. Addr.:</b> 2200 State Highway 121, #100, Bedford, TX 76021	

### List of Directors

<b>Name:</b> Harry Schlachter	<b>Term:</b> Dec 31, 1999
<b>Bus. Addr.:</b> 59 Maiden Lane, New York, NY 10038	
<b>Name:</b> Stephen Ungar	<b>Term:</b> Dec 31, 1999
<b>Bus. Addr.:</b> 59 Maiden Lane, New York, NY 10038	

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TALLAHASSEE, FL 32399

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



John Steen  
Secretary of State

## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for WARRANTECH DIRECT, INC. (file number 123701800), a Domestic For-Profit Corporation, was filed in this office on July 07, 1992.

It is further certified that the entity status in Texas is in existence.

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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 26, 2012.



A handwritten signature of John Steen in black ink.

John Steen  
Secretary of State