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pending

August 2, 2000

### VIA HAND DELIVERY

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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Re: *Prizm Warranty Solutions of Florida, Inc.*  
*Articles of Incorporation*

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for Prizm Warranty Solutions of Florida, Inc., along with a check payable to the Florida Secretary of State in the amount of \$87.50 to cover the filing fee, designation of registered agent, certified copy and Certificate of Status. Please contact my secretary at 513-3365 when the documents are ready for pick up. Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,



N. Wes Strickland

Enclosures

cc: Rosanne Giurado

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

### PRIZM WARRANTY SOLUTIONS OF FLORIDA, INC.

The undersigned, being a natural person at least 18 years old, hereby forms a corporation under the Florida Business Corporation Act (the "Act").

#### ARTICLE ONE

##### *Name*

The name of the corporation is Prizm Warranty Solutions of Florida, Inc. (the "Corporation").

#### ARTICLE TWO

##### *Principal Office*

The address of the Corporation's principal office in this state is 7391 W. 38<sup>th</sup> Avenue, Wheat Ridge, Colorado 80033.

#### ARTICLE THREE

##### *Purpose and Powers*

A. Purpose. The purpose for which the Corporation is organized and the nature of the business to be carried on by it is to transact any or all lawful business purpose(s) for which corporations may be incorporated pursuant to the Act. However, the Corporation shall not act in any way as an insurance underwriter.

B. Powers. Except as restricted by these Articles of Incorporation, the Corporation shall have and may exercise all the rights, powers and privileges as are now or may be hereafter conferred upon corporations organized under the laws of the State of Florida.

#### ARTICLE FOUR

##### *Shares of Stock*

A. Issuance of Shares. The total number of shares of capital stock which the Corporation has authority to issue is One Million shares (1,000,000), all of which are Class A Voting Common Stock ("Class A Common Stock") without par value. No share shall be issued until it has been paid for, and after a share has been issued, it shall be non-assessable.

B. Rights, Privileges and Limitation of the Stock. The Class A Common Stock shall have unlimited voting rights and shall constitute the sole voting group for the election of directors and for all fundamental corporate transactions, including amendments to the articles of

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incorporation, merger, share exchange, sale of substantially all the assets of the Corporation and dissolution of the Corporation, and upon such matters the vote of the shareholders shall be vested exclusively in the holders of the Class A Common Stock. The Board of Directors of the Corporation shall be authorized to determine any additional preferences, limitations and relative rights of the classes of any shares prior to issuance.

(1) Distribution Upon Dissolution. Upon dissolution of the Corporation, the holders of the Class A Common Stock shall be entitled to the assets of the Corporation available for distribution.

(2) Attributes of Common Stock. The following is a description of the Common Stock that the Corporation shall have the authority to issue, including the preferences, rights and restrictions applicable thereto:

- (a) Dividend Rights. Dividends in cash, property or shares or securities of the Corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, to the extent and in the manner permitted by law.
- (b) Voting Rights. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the shares of Common Stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Act, if a quorum is obtained, the affirmative vote of a majority of the shares of Class A Common Stock represented at the meeting and entitled to vote on the subject matter shall be the act of the Corporation.
- (c) Cumulative Voting. Shares of Common Stock shall not be cumulative in voting for the election of Directors.

## ARTICLE FIVE

### *Board of Directors*

A. Composition. The Corporation shall have a Board of Directors. The Board of Directors of the Corporation initially shall consist of two Directors. The number of Directors may from time to time be increased or decreased in such manner as shall be provided in the Bylaws of the Corporation, provided, however, that the number shall not be reduced to less than one (1) Director. The term of each director shall be for one (1) year. The names of the persons who shall serve as Directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

Daniel M. Haugen  
7391 W. 38<sup>th</sup> Avenue  
Wheat Ridge, CO 80033

Michael LaRue  
7391 W. 38<sup>th</sup> Avenue  
Wheat Ridge, CO 80033

B. Reservation of Certain Powers. The Board of Directors shall have all the powers it may lawfully exercise under the Act.

C. Limitation on Director's Liability. No Director of the Corporation shall have any personal liability for monetary damages to the Corporation or its shareholders for breach of his fiduciary duty as a Director, except that this provision shall not eliminate or limit the personal liability of a Director to the Corporation or its shareholders for monetary damages for: (i) any breach of the Director's duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) voting for or assenting to a distribution in violation of Section §7-106-401 if it is established that the Director did not perform his duties in compliance with Section §7-108-401 of the Act, provided that the personal liability of a Director in this circumstance shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of Section §7-106-401 of the Act; or (iv) any transaction from which the Director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any Director of his right to all defenses ordinarily available to a Director nor shall anything herein be construed to deprive any Director of any right he may have for contribution from any other Director or other person.

D. Transactions With Interested Directors. No contract or other transaction between this Corporation and one or more of its Directors, or any other corporation, firm, association or entity in which one or more of its Directors are directors, officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such Directors are present at the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purposes if:

(1) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

(2) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the shareholders; or

(3) The contract or transaction is fair and reasonable to the Corporation.

Further, any common or interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which

authorizes, approves or ratifies such contract or transaction, and such common or interested Director may vote thereat to authorize such contract or transaction with like force and effect as if such person were not such a common or interested Director.

## ARTICLE SIX

### *Notice for Meetings*

Notice of the annual meeting of the Corporation shall contain a description of the purpose or purposes for which the meeting is held. The business conducted at the annual meeting shall be limited to the purpose or purposes specified in the notice to shareholders. Notice for any meeting, annual or special, at which one of the following matters shall be considered, shall state a purpose and state that the meeting is called to consider and vote on such a matter:

- (1) removal of directors;
- (2) amendment to the articles;
- (3) approval of restated articles of incorporation with amendments to the articles of incorporation;
- (4) approval of a merger or share exchange;
- (5) approval of sale of assets of the Corporation outside the ordinary course of business; and
- (6) approval of a voluntary dissolution of the Corporation.

## ARTICLE SEVEN

### *Indemnification*

The Corporation may indemnify a Director, officer, employee or agent of the Corporation against liabilities, including judgments, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted by the Corporation if the person seeking indemnification: (i) conducted himself in good faith, (ii) reasonably believed, (A) with respect to conduct in his official capacity for the Corporation, that his conduct was in the Corporation's best interest, or (B) with respect to conduct in other capacities, that his conduct was, at least, not opposed to the Corporation's best interests, and (iii) with respect to criminal proceedings, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not be determinative of whether the foregoing standard of conduct has been satisfied.

The Corporation shall not indemnify a Director, officer, employee or agent in connection with: (i) a proceeding by or in the right of the Corporation, in which such person is adjudged liable to the Corporation, or (ii) any proceeding charging improper personal benefit to that person, in which he is adjudged liable on the basis that he improperly received personal benefit(s). However, the Corporation shall indemnify a Director, officer, employee or agent

who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he was a party, against reasonable expenses incurred by him in connection with the proceeding.

The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the circumstances because the applicable standard of conduct was met. This determination shall be made by: (i) the Board of Directors by majority vote of a quorum, which quorum shall consist of Directors not parties to the proceeding, or (ii) if a quorum cannot be obtained, by a majority vote of a committee whose members are not parties to the proceeding, or (iii) if a quorum of the committee referred to in (ii) cannot be obtained, by a majority vote of a committee of the Board of Directors designated by the Board ("Special Committee"), which committee shall consist of two or more Directors not parties to the proceeding; except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee. If the Special Committee quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by: (i) independent legal counsel selected by a vote of the Board of Directors or the committee, or if a quorum of the full Board cannot be obtained or a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board, or (ii) by the shareholders. If the determination that indemnification is permissible is made by independent legal counsel, the authorization of indemnification and evaluation as to reasonableness of the expenses shall be made by the body which selected that counsel.

A Director, officer, employee or agent of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such an application, the court, after giving any notice it considers necessary and if it determines that such person is entitled to mandatory indemnification pursuant to these Articles of Incorporation or law, shall order indemnification in which case the court shall also order the Corporation to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not such person meets the standard of conduct set forth in these Articles of Incorporation as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the Corporation from making indemnification, the court may order such indemnification as it deems proper.

The Corporation may pay for, or reimburse, the reasonable expenses incurred by a Director, officer, employee or agent of the Corporation, who is a party to a proceeding, in advance of the final disposition of the proceeding, if: (i) the Corporation is furnished with a written affirmation of such person's good faith belief that he has met the applicable standard of conduct, (ii) such person furnishes the Corporation with a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct, and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph. The foregoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

If an indemnification or advance of expenses to a Director arises out of a proceeding by or on behalf of the Corporation, such indemnification, if made pursuant to the foregoing provisions, shall be reported in writing to the shareholders with or before notice of the next shareholder's meeting.

#### ARTICLE EIGHT

##### *Bylaws*

The Bylaws of the Corporation shall be adopted by its Board of Directors. Subject to repeal or amendment by action of the shareholders, the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

#### ARTICLE NINE

##### *Registered Agent*

The street address of the Corporation's registered office is F & L Corp., The Greenleaf Building, 200 Laura Street, Jacksonville, FL 32202-3510. The name of the Corporation's initial registered agent at that office is Charles V. Hedrick, and the consent of the registered agent is designated by the signature of the initial registered agent on these Articles of Incorporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of July, 2000, and I acknowledge the same to be my act.

Ilona L. Dotterrer  
Ilona L. Dotterrer

#### **CONSENT OF REGISTERED AGENT**

F&L Corp. hereby consents to its appointment as Registered Agent of Prizm Warranty Solutions of Florida, Inc.

F&L CORP.

By: Charles V. Hedrick  
Charles V. Hedrick, Authorized Signatory