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KELLIE D. SCOTT, J.D.

December 5, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/06/00--01002--006
*****87.50 *****87.50

Re: W.W. Warranty of Florida, Inc.
Our file: 54.00

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced along with our check in the amount of \$87.50. Please file the Articles of Incorporation and return to me a certified copy of same along with a Certificate of Status.

Thank you for your attention to this matter.

Sincerely,

Rebecca

Rebecca S. Hardy
Paralegal

/rsh
encl.

#APPROVED
AND
FILED
GO DEC -5 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rebecca

ARTICLES OF INCORPORATION
OF
W.W. WARRANTY OF FLORIDA, INC.

APPROVED
AND
FILED
00 DEC -5 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

ARTICLE I.
Name

The name of the corporation shall be W.W. Warranty of Florida, Inc. (hereinafter the "Corporation"). Principal office address: #300-1455 Bellevue Ave.
West Vancouver, British Columbia, Canada V7T-1C3

ARTICLE II.
Nature of Business

The Corporation is organized to engage in any lawful activity for which a corporation may be organized under Chapter 607, Florida Statutes.

ARTICLE III.
Stock

a. Share Structure: This Corporation is authorized to issue 2,000,000 shares of capital stock divided into two classes. The designation of each class, the number of shares of each class, and the par value or lack of par value of the shares of each class are as follows:

<u>Class</u>	<u>Shares</u>	<u>Par Value</u>
Common	1,000,000	\$0.00
Preferred	1,000,000	\$1.00

The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

b. Authority of Board of Directors to Fix Terms of Series: All preferred shares shall be of equal rank and identical, except in the particulars that may be fixed by the board of directors as provided in this Paragraph. Preferred shares shall be classified in identified series, and each share of each series shall be identical in all respects with the other shares of the same series,

except as to the date from which dividends shall cumulate. The board of directors is authorized and required to fix, in the manner and to the full extent permitted by law, all provisions of the shares of each series not otherwise set forth in these Articles as long as no provision is inconsistent with the provisions of this Article or conflicts with applicable solvency requirements of the corporation.

c. Redemption Rate: The redemption price or prices, if any, for the shares of each, any, or all series shall be the par value.

d. Voluntary Liquidation Preferences: The amount payable on shares of each series in the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation shall be the par value of stock.

e. Dividends: the holders of the preferred shares of each series, in preference to the holders of the common shares, shall be entitled to receive dividends out of any funds legally available for this purpose, as and when declared by the board of directors. The dividend rate for each series shall be four percent (4%). The dividends shall be cumulative in the case of shares of each series:

1. if issued on or before the record date of the first dividend on shares of the series, then from the date fixed for the purpose by the board of directors, as provided; or
2. if issued during the period beginning immediately after the record date of a dividend on shares of the series and terminating at the close of the payment date of the dividend, then from the last mentioned dividend payment date; or
3. otherwise from the quarterly dividend payment date next preceding the date of the issues of the shares.

f. Cumulative Dividend Rights: In no event, as long as any preferred shares shall be outstanding, shall any dividend, whether in cash or property, be paid or declared, nor shall any distribution be made, on any of the common shares. Nor shall any common shares be purchased, or otherwise acquired for value by the corporation, unless and until all dividends on the preferred shares of all series for all past quarterly dividend periods declared by the Board of Directors and for the then current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set apart. The foregoing provisions of this paragraph, however, shall not prohibit a dividend on common shares in exchange for, or through application of the proceeds of the sale of, common shares.

g. Full Participation: Subject to the provisions of this Article and to any further limitations prescribed by the board of directors pursuant, the board of directors may declare, out of any funds legally available therefor, additional dividends, but the additional dividends shall be made equally, share for share, to all outstanding shares, preferred and common.

h. Liquidation Preferences – Voluntary Dissolution: In the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation, then, before any distribution or payment shall be made to the holders of the common shares, the holders of the preferred shares shall be entitled to be paid in full the respective amounts fixed in accordance with the provisions of this Article, together with accrued dividends to the distribution payment date, whether or not earned or declared.

i. Participation Rights where Assets Sufficient: If, on any liquidation, dissolution, or winding up of the affairs of the corporation, payment shall have been made in full to the holders of the preferred shares, as provided in this Article, the remaining assets and funds of the Corporation shall be distributed equally to all outstanding shares, preferred and common, share for share.

j. Dissolution as Not Including Consolidation or Merger: Neither the consolidation or merger of the corporation, nor the lease or conveyance of all or substantially all of its assets, shall be deemed a liquidation, dissolution, or winding up of the affairs of the corporation within the meaning of this Article.

k. Redemption: Subject to the provisions of this Article, the preferred shares of any series may be redeemed, in whole or in part, at the option of the corporation, by the vote of the board of directors, subject to all solvency requirements applicable to the Corporation and the following:

1. Partial Redemption: If less than all of the preferred shares of any series are to be redeemed, redemption shall be made in the amount and by the method, either by lot or pro rata, and subject to the provisions of convenience, from time to time determined by the board of directors.

2. Notice: Notice of any proposed redemption shall be mailed by the corporation, postage prepaid, not less than 20 days nor more than 60 days, before the date fixed for redemption, to each holder of record of the preferred shares to be redeemed at his address as the same shall appear on the books of the corporation. The notice of redemption shall state the class or series of shares or part of any class or series of shares to be redeemed, the date fixed for redemption, the redemptive price, and the place at which the shareholders may obtain payment of the redemptive price on surrender of their respective share certificates.

3. Unpaid Dividends on Other Shares: No redemption or purchase of any shares of any series of preferred shares shall be made unless full cumulative dividends on all shares of all series of preferred shares then outstanding that are not to be redeemed or purchased to the end of the then current dividend period, shall have been paid or declared and set apart for payment. Nor shall there be any redemption or purchase of any shares of any series of preferred shares unless funds sufficient to meet all matured obligations of the Corporation have been set aside and the Corporation continues to meet all applicable solvency requirements.

4. Cancellation of Redeemed Shares: All preferred shares of any series acquired or redeemed shall be retired and canceled and none of the shares shall thereafter be reissued.

l. Conversion Rights: The holder of any shares of preferred stock called for redemption, as provided in this Article, at any time from and after the giving of the redemption notice, and before the close of business on the fifth day before the date of redemption stated in the redemption notice, shall, at his option and on delivery to the Corporation of his written notice electing the same, convert said shares to common shares. On surrender at the office of the corporation or office of the transfer agent of the shares of the certificate or certificates for the preferred shares, duly endorsed to the corporation, the holder shall be entitled to receive two common shares for each preferred share so converted on payment of transfer taxes, if any, on the common shares to be issued in exchange for the preferred shares.

m. Antidilution Provision: The number of common shares to be issued as provided in Paragraph n., above, shall be adjusted by appropriate amendment to take into account any and all increases or reductions in the number of outstanding common shares that may have accrued since the date of the first issuance of the initial series by reason of a split, share dividend, merger, consolidation, or other capital change or reorganization affecting the number of outstanding common shares. The adjustment must fairly and equitably preserve so far as reasonably possible the original conversion rights of the preferred shares. In addition, when the adjustment is required, no notice of redemption shall be given until the amendment and adjustment shall have been accomplished.

n. Fractional Shares: When required for a complete conversion of the preferred shares, the corporation shall issue fractional shares, or certificates evidencing fractional shares, computed to the nearest one hundredth of a share, fractions of less than one hundredth of a share being disregarded, on such terms and subject to such conditions as may be fixed by the board of directors. Fractional shares shall entitle the holder to exercise fractional voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation.

o. Cancellation of Converted Shares: Any preferred shares so converted shall not be reissued and shall cease to be part of the authorized shares of the corporation.

p. Reservation of Sufficient common Shares for Conversion: The corporation shall at all times reserve and keep available out of its authorized but unissued common shares, solely for the purpose of effecting conversion of its initial series of shares, the full number of common shares deliverable on conversion of all preferred shares from time to time outstanding.

q. Voting Rights and Cumulative Voting Rights: Except as otherwise provided in these articles or by law, the holders of the common shares shall have exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings. Shares of Preferred stock shall have no voting rights. At each election for directors, every shareholder entitled to

vote at such election shall have the right to cast as many votes as the number of Directors being elected multiplied by the number of voting shares. Such votes may be cast for one candidate or distributed among candidates.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The name and street address of the Incorporator of this Corporation is as follows:

Jeffrey W. Joseph
204 South Monroe Street
Tallahassee, Florida 32302-3068

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 204 South Monroe Street, Tallahassee, Florida, 32302-3068. The name of the initial Registered Agent of the Corporation at the above address shall be Jeffrey W. Joseph. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have at least one Director and no more than six. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and street address of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until his successors are elected are as follows:

Charles S. Walker
#300-1455 Bellevue Avenue
West Vancouver, British Columbia
Canada V7T-1C3

ARTICLE X.
Officers

The Corporation shall have a president, secretary and a treasurer and may have additional and assistant officers including, without limitation, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The name and address of the initial officers are as follows:

President/Treasurer:	Charles S. Walker
Vice President:	Shannon Walker
Secretary:	Raymond K. Dar

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.


ARTICLE XII. Financial Information

The Corporation shall be required to prepare and provide financial information as requested by its shareholders.

ARTICLE XIII. Amendment

These Articles of Incorporation may be amended only by: (a) a majority affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation on December 5th, 2000.



Jeffrey W. Joseph
Incorporator

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Having been named as Registered Agent and to accept service of process for **W.W. Warranty of Florida, Inc.**, at 204 South Monroe Street, Florida, 32301, I hereby accept the appointment as Registered Agent to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Jeffrey W. Joseph

Incorporator

Dated December 5, 2000

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA