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VIA U.S. MAIL

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*****78.75 *****78.75

January 26, 2001

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: ARTICLES OF INCORPORATION - FIDELITY WARRANTY SERVICE, INC.

Dear Sir/madam:

Enclosed please find our trust account check in the amount of \$78.75 payable to the Division of Corporations representing \$70.00 for filing fee of a new corporation and \$8.75 for a return certified copy on the above referenced. Kindly forward at your earliest convenience in the self addressed stamped envelope provided.

Should you need anything further, please do not hesitate to contact our office.

Sincerely,

Megias, McCabe & Samiljan

SSamiljan/pj

Steven T. Samiljan

STS/js

encls.

Megias, McCabe GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 1/30
DOC. EXAM. SEB

FILED
01 JAN 29 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
FIDELITY WARRANTY SERVICE GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **FIDELITY WARRANTY SERVICE GROUP, INC.**

ARTICLE II - COMMENCEMENT AND DURATION

This corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any and all lawful business pursuits.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of stock at One Dollar (\$1.00) par value.

ARTICLE V - AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than ONE (1) Director, and not more than THREE (3) Directors in accordance with By-Laws. The names and addresses of the initial directors of this Corporation are:

Robert Sayre
46 Somerset Terrace
Palm Beach Gardens, Florida 33418

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **46 Somerset Terrace, Palm Beach Gardens, Florida 33418.**

ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address is 46 Somerset Terrace, Palm Beach Gardens, Florida 33418.

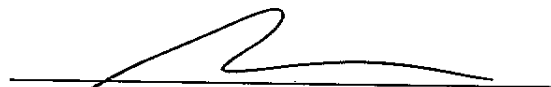
ARTICLE IX - INCORPORATOR

The name of the person(s) signing these Articles of Incorporation is: Robert Sayre.

ARTICLE X - INDEMNIFICATION

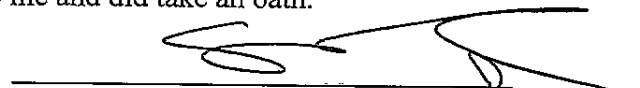
The corporation shall indemnify any person as recited in Florida Statute 607.014 to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 26th day of January, 2001.


Robert Sayre

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of January, 2001, by Robert Sayre. He is personally known to me and did take an oath.


Notary Public/State of Florida

My Commission Expires



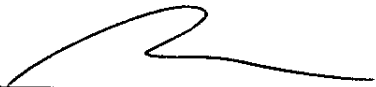
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED:

That **FIDELITY WARRANTY SERVICE GROUP, INC.** desiring to organize under the laws of the State of Florida, has named **Robert Sayre, 46 Somerset Terrace, Palm Beach Gardens, Florida 33418** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act to this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Robert Sayre

DATE: January 26, 2001

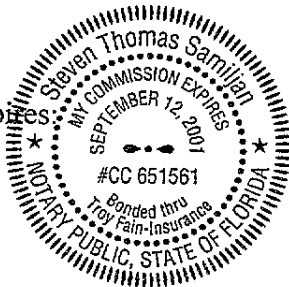
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this January 26, 2001, by Robert Sayre. He is personally known to me and did take an oath.



Notary Public/State of Florida

My Commission Expires:



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