

**P01000074339****Florida Department of State**

Division of Corporations

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 DIVISION OF CORPORATIONS

**304576-000001****FLORIDA PROFIT CORPORATION OR P.A.****First Trust Automotive Services, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
FIRST TRUST AUTOMOTIVE WARRANTY SERVICES, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.  
Name**

The name of the Corporation is **First Trust Automotive Warranty Services, Inc.**

**II.  
Term of Existence**

The date when corporate existence will commence is July 27, 2001 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.  
Principal Office**

The principal office and mailing address of the Corporation is 400 North Tampa Street, Suite 120, Tampa, Florida 33602.

**IV.  
Capital Stock**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Piper Marbury Rudnick & Wolfe LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

**VI.  
Directors**

The Corporation will have 2 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

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<u>Name</u>	<u>Address</u>
Anthony L. Scarpo	400 N. Tampa Street, Suite 400 Tampa, Florida 33602
Carl Will	400 N. Tampa Street, Suite 400 Tampa, Florida 33602

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Piper Marbury Rudnick & Wolfe LLP 101 East Kennedy Blvd., Suite 2000 Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.**  
**Control Share Acquisitions**

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**XI.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or


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officer, to the fullest extent permitted by law.

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

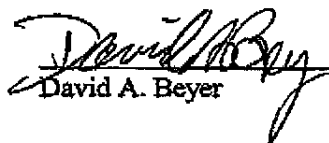
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on July 27, 2001.

  
David A. Beyer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

I accept the appointment as Registered Agent of the Company to accept service of process on its behalf, at the place designated in these Articles of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: July 27, 2001.

  
David A. Beyer

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