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2001 NOV 13 PM 3:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 375969 4305611
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

ORDER DATE : November 9, 2001

ORDER TIME : 10:42 AM

ORDER NO. : 375969-005

CUSTOMER NO: 4305611

CUSTOMER: Betsy A. Ruth, Paralegal
Mcnees Wallace & Nurick Llc

100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166

RECEIVED

NOV 13 AM 10:42

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE GUARDIAN WARRANTY
CORPORATION OF FLORIDA, INC.

EFFECTIVE DATE:

700004675767--3

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1114

EXAMINER'S INITIALS:

2544
1001-26003

ga
11/27/01

The Guardian Warranty Corp.

407 McAlpine Street • P.O. Box 68
Avoca, Pennsylvania 18641-0068

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 19, 2001

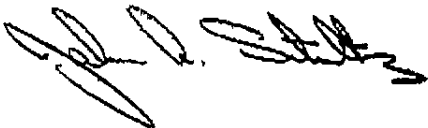
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Secretary:

We hereby consent to the use of the name – "The Guardian Warranty Corporation of Florida, Inc."

Very truly yours,

THE GUARDIAN WARRANTY CORPORATION, INC.



BY: John A. Stultz
Chairman of the Board

JAS/cmb



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 13, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE GUARDIAN WARRANTY CORPORATION OF FLORIDA, INC.
Ref. Number: W01000026003

We have received your document for THE GUARDIAN WARRANTY CORPORATION OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 301A00061170

RESUBMIT
Please give original
submission date as file date.

SAME PEOPLE
INVOLVED.

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ARTICLES OF INCORPORATION

OF

2001 NOV 13 PM 3:45

THE GUARDIAN WARRANTY CORPORATION OF FLORIDA, INC. TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is The Guardian Warranty Corporation of Florida, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 2937 S. Atlantic Avenue, Oceans 8, Apartment 503, Daytona Beach Shores, Florida 32118.

The mailing address, wherever located, of the corporation is 407 McAlpine Street, Avoca, PA 18641.

THIRD: The number of shares that the corporation is authorized to issue is 10,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Timothy R. Deckert	100 Pine Street P.O. Box 1166 Harrisburg, PA 17101-1166

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or

for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any part thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.


To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin on the filing of the Articles of Incorporation with the Florida Department of State.


Timothy R. Deckert, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 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.

CORPORATION SERVICE COMPANY

By: Tabatha Miller
Name: Tabatha Miller
Title: Asst VP
Date: 11/9/01

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TALLAHASSEE FLORIDA