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ACCOUNT NO. : 072100000032

REFERENCE : 546191 10072A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
2002 APR 24 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 24, 2002

ORDER TIME : 10:23 AM

ORDER NO. : 546191-005

CUSTOMER NO: 10072A

100005387201--6

CUSTOMER: Arthur Lambertus, Esq
Lambertus & Lambertus

Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: PIONEER WARRANTY, INC.

EFFECTIVE DATE:

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: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
02 APR 24 AM 11:28
DIVISION OF CORPORATION

js
4/24/02

**ARTICLES OF INCORPORATION
OF
PIONEER WARRANTY, INC.**

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Pioneer Warranty, Inc. The principal office of the corporation is 2929 East Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308 and the mailing address of the corporation is 2929 East Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308.

**ARTICLE II
DURATION**

The term of existence is perpetual.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 5,000 shares and each share shall be the par value of \$1.00. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

ARTICLE IV
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2929 East Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308 and the name of the initial registered agent at that address is Arthur W. Lambertus.

ARTICLE V
BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of two (2) member or members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

<u>NAME</u>	<u>ADDRESS</u>
Paul Michael McCawley	3020 Northeast 32 Avenue Fort Lauderdale, Florida 33308
Keith McClendon	1010 Seminole Drive, #1113 Fort Lauderdale, Florida 33304

ARTICLE VI
INCORPORATOR

The name and mailing address of the Incorporator of the corporation is:

NAME

ADDRESS

Keith McClendon

1010 Seminole Drive, #113
Fort Lauderdale, Florida 33304

ARTICLE VII
INDEMNIFICATION

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

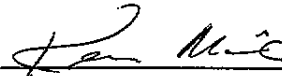
ARTICLE VIII
AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 19 of April, 2002.

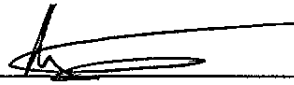


Keith McClendon

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Keith McClendon, who is personally known to me or who has produced a Fl. Driver License as identification, and who executed the foregoing Instrument and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in Broward County, Florida this 19 day of _____
April, 2002.



Notary Public, State of
My Commission Expires:



REGISTERED AGENT DESIGNATION

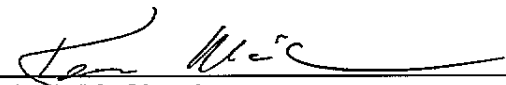
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Pioneer Warranty, Inc., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at 2929 East Commercial
Boulevard, Suite 604, Fort Lauderdale, Florida 33308 has named Arthur W. Lambertus
located 2929 East Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308 as
its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity; and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

INCORPORATOR:


Keith McClendon

DATE: 4/19/02

REGISTERED AGENT:


Arthur W. Lambertus

DATE: 4/19/02
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2002 APR 24 PM 12:57
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TALLAHASSEE FLORIDA