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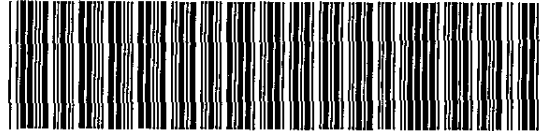
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# BLANK, MEENAN & SMITH, P.A.

ATTORNEYS AT LAW

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JOHN A. DICKSON, J.D.\*\*  
LEGAL ASSISTANT

JAMES G. KOTAS\*\*  
GOVERNMENTAL RELATIONS

\*Florida Bar Certified in Health Law  
\*\*Not a Member of the Florida Bar

August 29, 2003

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

*Via Hand Delivery*

Re: America's Warranty Choice, Inc.  
Our File #81.01

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for filing with your office. Upon filing, please provide our office with a Certificate of Status. Enclosed is our check in the amount of \$y8.75 to cover the cost associated with this request.

If you will give me a call as soon as the Certificate of Status is ready, I will arrange for someone to pick them up. Your assistance in this matter is appreciated.

Sincerely,



Stacy Small  
Paralegal

Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICA'S WARRANTY CHOICE, INC.**

The undersigned incorporator, 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 is **AMERICA'S WARRANTY CHOICE, INC.** (hereinafter the "Corporation").

**Article II**  
**Principal Office**

The principal place of business and mailing address of the corporation is 2090 Palm Beach Lakes Boulevard, Suite 200, West Palm Beach, Florida 33409.

**Article III**  
**Purpose**

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

**Article IV**  
**Resident Agent**

The name and address of the Corporation's Florida registered agent is:

Patricia B. Dean  
2235 Okeechobee Boulevard  
West Palm Beach, Florida 33409

**Article V**  
**Shares**

The Corporation shall have the authority to issue one thousand (1,000) shares of common stock with a par value of \$1.00 per share. No shares of stock may be issued for less than par value. Each outstanding share of stock is entitled to one (1) vote, and all outstanding shares have equal voting rights in all respects. The holders of the outstanding shares of stock shall be entitled

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to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or shares of the capital of the Corporation.

#### **Article VI** **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **Article VII** **Cumulative Voting**

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 VIII** **Directors**

The governing body of the Corporation is styled as the Board of Directors. The number of directors of the Corporation, the qualifications of directors, the time and place of director elections, and the term of office of each director shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation. Election of Directors need not be by ballot unless the by-laws so provide. The Board of Directors shall have the power without assent or vote of the stockholders to make, alter, amend, change, add to, or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends. Where not prohibited by law, directors may participate in meetings of the Board of Directors by means of telephone conferences, and the directors may take action by written consent. No by-law shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

The directors may, in their discretion, submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering such act or contract, and any such contract or act that shall be approved or be ratified by a majority vote of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy). No contract or act or other transaction of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation have a pecuniary or other interest in, for any reason, in such

contract, act, or transaction. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken.

### **Article IX** **Director Liability**

The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented. The Corporation shall indemnify any director or officer made a party to any action, suit, or proceeding by or on behalf of the Corporation to procure a judgment in its favor by reason of his being or having been a director or an officer of the Corporation, or a director or officer of any other corporation which position he held at the request of the Corporation, against all reasonable expenses, including, but not limited to, attorneys' fees and court costs, except in relation to matters which allege malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances permitted under Florida Law. Upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by law.

No director shall be liable or responsible for action undertaken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the by-laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board of Directors is acting under the provisions or in the manner authorized by these Articles of Incorporation or the by-laws. The defense of any legal, equitable, or other action taken by the Board of Directors shall be conducted by counsel for the Corporation, unless the action, suit, or proceeding is brought by or on behalf of the Corporation. In the event of a judgment or decree being rendered against any director, the Corporation shall indemnify the director in the manner set forth above. This Article shall not apply to acts or omissions which involve intentional misconduct, fraud, or a knowing violation of the laws or acts involving an intentional distribution in violation of Florida Law.

**Article X**  
**Initial Officers**

The names, addresses and titles of the initial officers of the corporation are:

Patricia B. Dean 2235 Okeechobee Boulevard West Palm Beach, Florida 33409	President
Harry Collins 2235 Okeechobee Boulevard West Palm Beach, Florida 33409	Vice President
Julie Sothen 2235 Okeechobee Boulevard West Palm Beach, Florida 33409	Secretary/Treasurer

**Article XI**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors sign a written statement approved by all of the shareholders manifesting the intention that an amendment to these Articles of Incorporation be adopted.

**Article XII**  
**Term**


The Corporation shall have perpetual existence.

**Article XIII**  
**Incorporator**

The name and address of the sole incorporator are as follows:

Patricia B. Dean  
2235 Okeechobee Boulevard  
West Palm Beach, Florida 33409

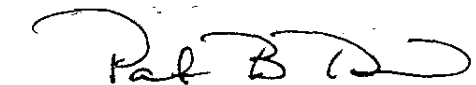
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation on ~~July~~<sup>August 29,</sup> ~~XXXXXX~~ 2003.

  
\_\_\_\_\_  
**Patricia B. Dean**  
Incorporator

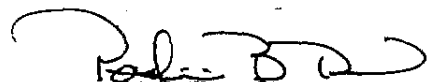
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

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

**AMERICA'S WARRANTY CHOICE, INC.**, desiring to organize as a corporation under the laws of the state of Florida, has designated 2235 Okeechobee Boulevard, West Palm Beach, Florida 33409, as its initial registered office and has named Patricia B. Dean, located at said address, as its initial Registered Agent effective ~~July~~<sup>August 29,</sup> ~~XXXXXX~~, 2003.

  
\_\_\_\_\_  
**Patricia B. Dean**  
Incorporator  
Dated as of ~~July~~<sup>August 29,</sup> ~~XXXXXX~~, 2003

Having been named Registered Agent to accept service of process for **AMERICA'S WARRANTY CHOICE, INC.**, at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective ~~July~~<sup>August</sup> ~~29~~<sup>29</sup>, 2003. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as Registered Agent.



**Patricia B. Dean**

Registered Agent

Dated as of ~~July~~ 8/29, 2003

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