

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Vehicle Dealer Solutions, Inc.

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ARTICLES OF INCORPORATION  
OF  
VEHICLE DEALER SOLUTIONS, INC.

ARTICLE ONE

The name of the corporation is VEHICLE DEALER SOLUTIONS, INC.

ARTICLE TWO

The principal office of the corporation shall be located at 1900 Summit Tower Blvd., Suite 220, Orlando, Florida 32810 with a mailing address of 7045 College Blvd, Overland Park, KS 66211 and a cc: to the Corporate Law department, 1400 American Lane, Schaumburg, Illinois 60196.

ARTICLE THREE

The corporation's Registered Agent in Florida will be CT Corporation. The address of the Registered Agent is 1200 Pine Island Road, Plantation, Florida, 33324.

Agent Acceptance: Having been named as registered agent to accept service of process for the above state corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature: \_\_\_\_\_

*Conne B...*  
Conne BRYAN  
SPECIAL ASSISTANT SECRETARY

Date: 11/8/07

ARTICLE FOUR

The aggregate number, class and par value; if any; of shares which the corporation shall have authority to issue shall be 5,000 shares Common Stock-Par Value \$100.00.

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows: Voting rights only.

#### ARTICLE FIVE

The extent, if any, to which the preemptive right of a shareholder to acquire additional shares is limited or denied: None.

#### ARTICLE SIX

The name and place of residence of each incorporator is as follows:

Nancy Sieder                      1400 America Lane, T1-13  
Schaumburg, Illinois 60196

#### ARTICLE SEVEN

The number of directors to constitute the first board of directors is eight (8). Thereafter the number of directors shall be fixed by, or in the manner provided in the ByLaws. Any changes in the number will be reported to the Secretary of State within thirty calendar days of such change.

The power to adopt, alter and amend or repeal the ByLaws shall be vested in the board of directors, subject to the power of the shareholders to adopt, change or repeal the ByLaws; provided that the board of directors shall not make or alter any ByLaws fixing their qualifications, classifications, terms of office or compensation.

#### ARTICLE EIGHT

The duration of the corporation is perpetual.

#### ARTICLE NINE

The corporation is formed for the following purposes: To perform any and all legal acts permitted general and business corporations organized under Chapter 607 of the Florida Business Corporation Act, including, but not limited to, conducting the business of an administrator of warranties and marketer and provider/obligor of Finance and Insurance products, including, but not limited to, service contracts.

**Name and Address of Incorporator**

The undersigned incorporator hereby declares, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated: November 8, 2007.

**Signature and Name**

**Address**

Nancy Sieder  
Signature

Nancy Sieder

1400 American Lane  
Street  
Schaumburg, Illinois 60196  
City/Town State Zip Code