

**JEROME IRA SOLKOFF**

ATTORNEY AT LAW  
CENTURY PLAZA • SUITE 211  
1800 WEST HILLSBORO BOULEVARD  
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FILED

95 FEB -8 PM 1:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P950000/1161

February 2, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 63276  
Tallahassee, Florida 32301

500001400145  
-02/08/95--01048--002  
\*\*\*122.50 \*\*\*122.50

Re: Homewoners Warranty Plan Corp.

Dear Sirs:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above, as well as my check in the sum of \$122.50 as and for filing fee, resident agent fee and certified copy.

Please return the certified copy to my office in the enclosed envelope.

Very truly yours,

JEROME IRA SOLKOFF

JIS/nri

Enc.

FEB 9 1995 BSB

ARTICLES OF INCORPORATION OF  
HOMEOWNERS WARRANTY PLAN CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is:  
HOMEOWNERS WARRANTY PLAN CORP.

ARTICLE II

PURPOSE: This corporation is organized for the following purposes:

1. To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incidental thereto or connected therewith and, with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interests therein and to improve the same, and, generally, to hold, manage, deal with and improve the property of the company and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to make, enter into perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to and enter into contracts and arrangements of all kinds with builders, property owners and others.
2. To purchase for investment or resale and to traffic in land and houses and other property of any tenure and interest therein and to create, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or houses or other property or any interest therein and, generally, to deal in traffic by way of sale, lease, exchange or otherwise with land and house property and any other property, whether real or personal.
3. Directly and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire; to hold, own, exchange, maintain, improve, alter, lease, sell, convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this state and in any other place or places in the several states and territories of the United States, the District of Columbia, colonial possessions or territorial acquisitions of the United States and in foreign countries as shall be found necessary and convenient from time to time for the lawful purposes of the corporation.
4. To erect, construct, maintain, improve, rebuild and enlarge, alter, manage and control directly and/or through the ownership of stock in any corporation any and all kinds of buildings, houses, hotels, stores, offices, wharves, piers, mills, shops, factories and any and all other structures which may at any time be necessary, useful or advantageous for the purposes of the corporation.
5. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether acquired by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.
6. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any other state or government and, whole owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
7. To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the

purpose of any stockholders' quorum or vote.

8. To purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property and assets or of any individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the said Acts of the Legislature of the State of Florida, 1925, and any Acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

9. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein, jointly or in common with others, so long as the corporation would have the power to do so alone.

Without in any manner limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation is hereby empowered to transact and all lawful business for which corporations may be incorporated and conferred by the laws of Florida upon corporations formed under the appropriate Florida Statutes.

#### ARTICLE IV

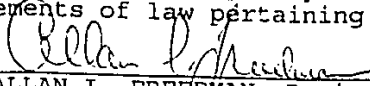
CAPITAL STOCK: This corporation is authorized to issue 5000 shares of One (\$1.00) Dollar par value common stock, all of one class.

#### ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial principal registered office of this corporation is 1791 Blount Rd., Building 301, Pompano Beach, FL 33069; and the name of the initial registered agent of this corporation at that address is:

ALLAN I. FREEDMAN

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT: Having been named initial Registered Agent to accept service of process on the Corporation at the initial Principal Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
ALLAN I. FREEDMAN, Registered Agent

#### ARTICLE VI

INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ALLAN I. FREEDMAN	1100 N.W. 117th Ave. Coral Springs, FL 33071
DAVID L. MARCUS	1990 N.W. 127th Terr. Coral Springs, FL 33071

#### ARTICLE VII

INCORPORATOR: The names and addresses of the persons signing these Articles are:

ALLAN I. FREEDMAN, 1100 N.W. 117th Ave., Coral Springs, FL 33071  
DAVID L. MARCUS, 1990 N.W. 127th Terr., Coral Springs, FL 33071

#### ARTICLE VIII

BY-LAWS: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX

SHAREHOLDER QUORUM AND VOTING: Fifty-one (51) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one

(51) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

POWERS: This corporation shall have all of the corporate powers encumbered in the Florida General Corporation Act.

ARTICLE XI

MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XII

ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent as provided by law.

ARTICLE XIV

INDEMNIFICATION: The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XV

AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1<sup>st</sup> day of February, 1995.

Allan I. Freedman  
ALLAN I. FREEDMAN

David L. Marcus  
DAVID L. MARCUS

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALLAN I. FREEDMAN and DAVID L. MARCUS known to me and known by me to be the persons who executed the foregoing Articles of Incorporation; and they acknowledged before me that they executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 1<sup>st</sup> day of February, 1995.

Jerome H. Solkoff  
Notary Public  
My Commission Expires:

Form of Identification:  
Florida Drivers' Licenses



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JEROME IRA SOLKOFF  
ATTORNEY AT LAW  
CENTURY PLAZA • SUITE 211  
1800 WEST HILLSBORO BOULEVARD  
DEERFIELD BEACH, FLORIDA 33442

JEROME IRA SOLKOFF  
Certified as an Elder Law  
Attorney by the Elder  
Law Foundation

(305) 421-8444  
Fax (305) 421-3719

SCOTT M. SOLKOFF

June 5, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Homeowners Warranty Plan Corp. (before Amendment)  
Warranty Protection Corp. (after Amendment)

Dear Sirs:

Enclosed are Articles of Amendment of the Articles of  
Incorporation of above corporation. Also enclosed is my check in  
the sum of \$87.50 as and for the filing fee and a certified copy  
of the same. Kindly mail the certified copy to my office in the  
enclosed envelope.

Very truly yours,

JEROME IRA SOLKOFF

JIS/nri

Enc.

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95 JUN -7 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION**

Pursuant to the provisions of FSA 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation before amendment:

HOMEOWNERS WARRANTY PLAN CORP.

2. The name of the corporation after amendment:

WARRANTY PROTECTION CORP.

3. The text of each amendment as adopted is as follows:

Name of corporation shall here and after be WARRANTY PROTECTION  
CORP.

4. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the text of the amendment itself, are as follows: NOT APPLICABLE


5. The date of adoption of each amendment was:

May 18, 1995

6. Each amendment was adopted by: Duly approved shareholder action in accordance with the provisions of FSA 607.1003.

7. These amendments will be effective upon filing.

Date: 5/18/95

  
ALLAN I. FREEDMAN, Incorporator/Shareholder

  
DAVID L. MARCUS, Incorporator

  
VIRGINIA L. MARCUS, Shareholder

FILED  
95 JUN -7 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA