

P96000030335

Kostick & Company, P.A.
Certified Public Accountants

7820 NW 5th Street
Suite 200
Plantation, Florida 33317

ELLIOT D. KOSTICK, CPA
FRAN G. ACKERMAN, CPA

DRWD: (854) 702-4477
FAX: (854) 702-3000
FLORIDA TOLL-FREE
(800) 720-4470

March 28, 1996

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

41001001 7845 PPA
-04/02/96-01014-007
***122.50 ***122.50

re: WARRANTY FUNDING SERVICES, INC.

Gentlemen:

This is to advise you to send all information for the incorporation of WARRANTY FUNDING SERVICES, INC. to the following address:

Kostick & Company, P.A.
7520 NW 5th Street
Suite 200
Plantation, Florida 33317

Enclosed please find two (2) copies of the Articles of Incorporation of WARRANTY FUNDING SERVICES, INC. and a check in the amount of \$122.50 for the processing of this corporation. The check represents payment of the following fees:

Filing	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50
Total	<u>\$ 122.50</u> =====

FILED
96 APR - 1 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you,

KOSTICK & COMPANY, P.A.


Elliot D. Kostick

ARTICLES OF INCORPORATION

OF

WARRANTY FUNDING SERVICES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

WARRANTY FUNDING SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7520 NW 5th Street, suite 200
Plantation, FL 33351

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Elliot D. Kostick
7520 NW 5th Street, suite 200
Plantation, FL 33351

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator(s) to these Articles of Incorporation is:

Elliot D. Kostick
7520 NW 5th Street, suite 200
Plantation, FL 33351

FILED
96 APR -1 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

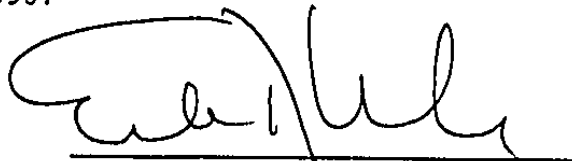
ARTICLE VI DIRECTORS

Elliot D. Kostick
7520 NW 5th Street, suite 200
Plantation, FL 33351

ARTICLE VII NATURE OF BUSINESS

To provide warranty services for various companies.

The undersigned has executed these Articles of Incorporation
this 11 day of March, 1996.

A handwritten signature in black ink, appearing to read 'E. Kostick', written over a horizontal line.

Elliot D. Kostick
President

FILED
MAR-1 11:52
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

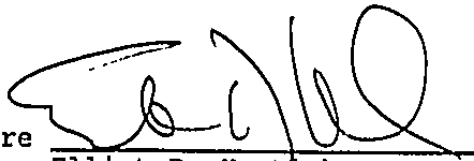
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

WARRANTY FUNDING SERVICES, INC.

2. The name and registered agent and office is:

Elliot D. Kostick
7520 nw 5th Street, suite 200
Plantation, FL 33351

Signature 

Elliot D. Kostick

Title President

Date 3/28/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 

Elliot D. Kostick

Date 3/28/96