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March 4, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Attn: For Profit - New Filing

Dear Sirs:

Enclosed herein please find 2 original sets of the Articles of Incorporation and Certificate of Resident Agent for the following for profit corporation:

WARRANTY SERVICES COMPANY

My check for \$122.50 is enclosed for the filing fee. Please return a certified copy to me at your earliest convenience.

Sincerely,



Ronald L. Platt, Esq.

RLP:cvb

Enclosures

FILED
97 MAR -7 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/8/97
TD

ARTICLES OF INCORPORATION
OF
WARRANTY SERVICE COMPANY
A Florida Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges,
and files the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:
WARRANTY SERVICE COMPANY.

ARTICLE II

The street address in this State of the principal office
of this corporation shall be: 2201 Corporate Boulevard, NW
Suite 100
Boca Raton, Florida 33431

ARTICLE III

The corporation shall have perpetual existence, commencing
on the date of the filing of these Articles of Incorporation.

ARTICLE IV

The general nature of the business to be conducted by this
corporation shall be to own, operate and maintain a third party
administrative service for various warranty's and further:

1. To engage in any and all lawful businesses, trades,
occupations and professions.

2. To contract debts and borrow money, issue and sell

notes and other evidences of

4. To enter into, make, perform and carry out contracts and agreements of every kind and for every lawful purpose without limit as to amount with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

5. To carry on any or all of its operations and businesses, and to promote its purposes within the State of Florida or elsewhere, without restrictions as to place or amount; and to use, exercise and enjoy all of the general powers of like corporations.

6. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, allows, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

7. To do all things enumerated, set forth and authorized by Florida Statutes 1975, Section 607.011.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be as follows:

2,000 shares of common stock at
\$1.00 per share, par value

The entire voting power of the corporation shall be vested in the common stockholders, and each share of common stock shall be entitled to one vote, as shall be more fully set forth

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his rata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others).

ARTICLE VII

This corporation shall have four (4) 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

. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Howard A. Head	2201 Corporate Boulevard, NW Suite 100 Boca Raton, Florida 33431
Barry Pollock	2201 Corporate Boulevard, NW Suite 100 Boca Raton, Florida 33431
Benny Martz	2201 Corporate Boulevard, NW Suite 100 Boca Raton, Florida 33431
Aftab Cumber	2201 Corporate Boulevard, NW Suite 100 Boca Raton, Florida 33431

ARTICLE VIII

The names and street addresses of the officers of this corporation who shall hold office for the first year or until their successors are chosen are:

<u>NAME AND ADDRESS</u>	<u>OFFICE HELD</u>
Howard A. Head 2201 Corporate Boulevard, NW Suite 100	President/Treasurer

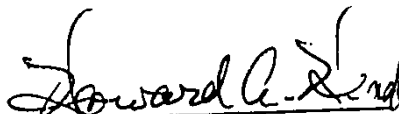
ARTICLE IX

The street address of the initial registered office is
2201 Corporate Boulevard, NW
Suite 100
Boca Raton, Florida
and the name of the initial registered agent of this corporation
at that address is HOWARD A. HEAD

ARTICLE X

The name and address of the subscriber to those Articles of
Incorporation is as follows: Howard A. Head
2201 Corporate Boulevard, NW
Suite 100
Boca Raton, Florida 33431

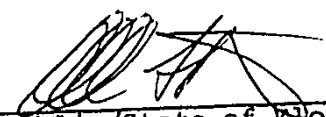
IN WITNESS WHEREOF, the subscriber has affixed his signature,
this 28th day of February, 1997.


HOWARD A. HEAD (SEAL)

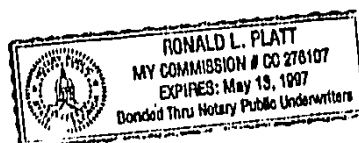
STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

BEFORE ME, the undersigned authority, personally appeared
Howard A. Head, who, after being duly sworn, acknowledged
that he executed the foregoing Articles of Incorporation for the
purposes therein expressed.

DATED at BOCA RATON, PALM BEACH County, Florida, this 28th
day of February, 1997


Notary Public/State of Florida

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT:

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

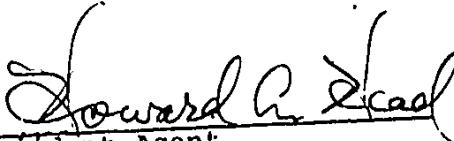
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FILED
TALLAHASSEE, FLORIDA

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First that WARRANTY SERVICE COMPANY,
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation, at the City of Boca Raton, County of
Palm Beach, State of Florida, has named HOWARD A.
HEAD located at 2201 Corporate Boulevard, NW, Suite 100, Boca Raton, FL 33431 County of PALM BEACH, State
of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated to this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Resident Agent
HOWARD A. HEAD