

P98000027272

Linda J. Metaxa
7504 Yiles Road, Suite 101
Coral Springs, Florida 33067

SEL Warranty Services, Inc.

March 20, 1998

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

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-03/23/98-01105-012
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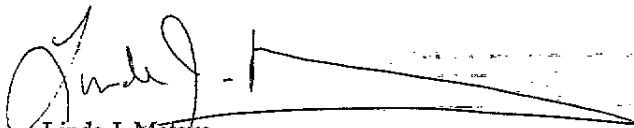
Dear Sir or Madam:

Enclosed please find:

- An original and copy of Articles of Incorporation for SEL Warranty Services, Inc.
- An original Certificate Designating Place of Business or Domicile for the Service of Process within this state, naming Agent upon whom process may be served (Resident Agent).
- Our check in the amount of \$131.25 covering the filing fee of \$35.00; the Designation of Registered Agent fee of \$35.00; fee for a certified copy in the amount of \$52.50; and fee for Certificate of Status in the amount of \$8.75.
- A pre-addressed Federal Express Pak for sending us the certified copy.

Should you have any questions or desire any additional information please do not hesitate to contact either myself, Linda J. Metaxa or James F. Colgan at (954) 340-4001. Thank you in advance.

Sincerely,


Linda J. Metaxa
Incorporator

LJM/jfc

Encl.

FILED
98 MAR 23 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 24 1998

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98 MAR 23 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEL Warranty Services, Inc.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be:
SEL Warranty Services, Inc., 7504 Wiles Road, Suite 101, Coral Springs, Florida 33067.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
10,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 2011 NE 59th Court, Fort Lauderdale, Florida 33308, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Linda J. Metaxa.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first and sole director of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

Linda J. Metaxa

2011 NE 59th Court
Fort Lauderdale, Florida 33308

ARTICLE VIII

The name and address of the incorporator is: Linda J. Metaxa, 2011 NE 59th Court, Ft. Lauderdale, Florida 33308.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this 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 a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

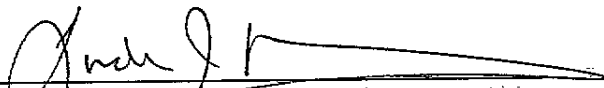
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

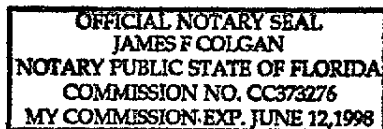
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of March, 1998.



Linda J. Metaxa
Incorporator

Dated this 19th day of March, 1998.

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 19th day of March, 1998, by Linda J. Metaxa, who is personally known to me and did take an oath, as Incorporator of SEL Warranty Services, Inc. on behalf of the Corporation.



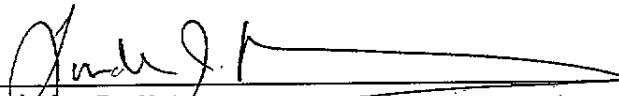

Notary Public
State of Florida at Large
My Commission Expires:

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

In compliance with the laws of the State of Florida, the following is
submitted:

First -- That SEL Warranty Services, Inc. desiring to organize under
the laws of the State of Florida, has named Linda J. Metaxa as its statutory
registered agent.

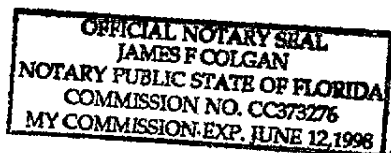
Having been named the statutory agent of the above Corporation at the place
designated in this certificate, I hereby accept the same and agree to act in this
capacity, and agree to comply with the provisions of Florida law relative to
keeping the registered office open.

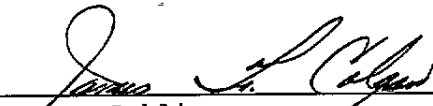

Linda J. Metaxa
REGISTERED AGENT

Dated this 19th day of March, 1998.

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 19th day of
March, 1998, by Linda J. Metaxa, who is personally known to me and did take an
oath, as registered agent of SEL Warranty Services, Inc. on behalf of the
Corporation.




Notary Public
State of Florida at Large
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA