



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 800278 7150760

AUTHORIZATION :

*Patricia Puyet*

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 1998

ORDER TIME : 1:0 PM

ORDER NO. : 800278-005

CUSTOMER NO: 7150760

CUSTOMER: Mr. Evaldo Dupuy  
MR. EVALDO F. DUPUY

444 Brickell Avenue, #805

Miami, FL 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 29 PM 3:29

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DOMESTIC FILING

NAME: AUTO SHIELD WARRANTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION  
OF  
AUTO SHIELD WARRANTIES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AUTO SHIELD WARRANTIES, INC.

The address of the principal office of this corporation shall be 444 Brickell Avenue, #805, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Evaldo Dupuy	444 Brickell Ave, #805,
Dir.	Miami, Florida 33131

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

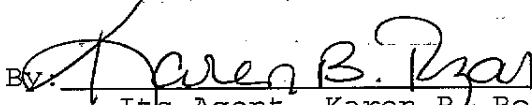
The undersigned incorporator has executed these Articles of Incorporation on April 29, 1998.



Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

RSS/STACY L EARNEST