Filing fee: $50.00
License fee: $15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

CONTINENTAL WARRANTY CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is CONTINENTAL WARRANTY CORPORATION

SECOND: The name which it elects to use in Rhode Island is N/A

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Michigan

FOURTH: The date of its incorporation is September 10,1982 and the period of its duration is Perpetual.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 743 Oakbrook Blvd., Battle Creek, Michigan 49015

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To act as an administrator for limited warranties; service contracts on behalf of those parties legally entitled to issue such contracts or warranties, particularly automotive vehicle service contracts, but not limited to same, and all other lawful purposes.

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Kenneth K. Parlin, Jr.	Director	743 Oakbrook Blvd, Battle Creek, MI. 49015
James G. Summerlee	Director	3365 Shawnee Lane, Drayton Plains, MI. 48020
	Director	
Kenneth K. Parlin, Jr.	President	743 Oakbrook Blvd, Battle Creek, MI. 49015
	Vice President	
Kenneth K. Parlin, III	Secretary	1331 W. Highland Blvd, Battle Creek, MI. 49015
James G. Summerlee	Treasurer	3365 Shawnee Lane, Drayton Plains, MI. 48020

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	A	$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	A	$1.00

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is $ 1,000.00

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is $ 50,000.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is $ 100.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is $ 1,000,000.00

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is $ 100,000.00

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

UNITED STATES OF AMERICA

The State of Michigan

Michigan Department of Commerce

Lansing, Michigan

This is to Certify That the Annexed Copy of

Articles of Incorporation of CONTINENTAL WARRANTY CORPORATION

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 1st *day of* March *, 19* 83 .

Director

C & S—172

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C & B-[illegible]
(Rev. 1-74)

(Profit Domestic Corporation)

ARTICLES OF INCORPORATION

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a profit corporation pursuant to the provisions of Act 284, Public Acts of 1972, as amended, as follows:

ARTICLE I.

The name of the corporation is CONTINENTAL WARRANTY CORPORATION

ARTICLE II.

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

ARTICLE III.

The total authorized capital stock is:

(1) Preferred shs. none Par value $ n/a per share
Common shs. 1,000 Par value $ 1.00 per share

and/or shs. of (2) Preferred ______ Common ______ no par value. (See part 3 of instructions)

(3) A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV.

The address of the initial registered office is:

743 Oakbrook Blvd., Battle Creek, Michigan 49015
(No. and Street) (Town or City) (Zip Code)

The mailing address of the initial registered office is (need not be completed unless different from the above address):

_______________ _______________, Michigan _______
(No. and Street) (Town or City) (Zip Code)

The name of the initial resident agent at the registered office is:

Kenneth K. Parlin, Jr.

ARTICLE V.

The name(s) and address(es) of the incorporator(s) are as follows:

Name	Residence or Business Address
James G. Summerlee	300 Peoples Bldg., Battle Creek, MI 49017

ARTICLE VI.

~~OPTIONAL (Delete Article VI if not applicable)~~

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII.

(Here insert any desired additional provisions authorized by the Act)

Action by Written Consent of Shareholders. Any action required or permitted to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote if a consent in writing setting forth the action so taken is filed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

I (We), the incorporator(s), sign my (our) name(s) this 27TH day of August, 1982.

James G. Summerlee

James G. Summerlee

(See Instructions on Reverse Side)

(Please do not write in spaces below — for Department use)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
Date Received	FILED SEP 10 1982 Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau
SEP 1 1982	

C&S-101
(Rev. 1-76)

INFORMATION AND INSTRUCTIONS

Articles of Incorporation — Profit Domestic Corporations

1. Article I—The corporate name of a domestic profit corporation is required to contain one of the following words or abbreviations: "Corporation", "Company", "Incorporated", "Limited", "Corp.", "Co.", "Inc." or "Ltd."
2. Article II may state, in general terms, the character of the particular business to be carried on. Under section 202(b) of the law, it is a sufficient compliance to state substantially, *alone or with specifically enumerated purposes*, that the corporation may engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act. The law requires, however, that educational corporations must state their specific purposes.
3. Article III — The law requires the incorporators of a domestic corporation having *shares without par value* to submit in *writing* the amount of consideration proposed to be received *for each share* which shall be allocated to stated capital.
4. Article V - The law requires one or more incorporators.
   The addresses should include a street number and name (or other designation), in addition to the name of the city and state.
5. The duration of the corporation should be stated in the Articles *only if the duration is not perpetual.*
6. The Articles must be signed in ink by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
7. One original copy of the Articles is required. A true copy will be prepared by the Corporation and Securities Bureau and returned to the person submitting the Articles for filing.
8. An effective date, not later than 90 days subsequent to the date of filing, may be stated in the Articles of Incorporation.
9. FEES: Filing Fee $10.00
   Franchise Fee — ½ mill on each dollar of authorized capital stock, with a minimum franchise fee of $25.00
   (Make fee payable to State of Michigan)
10. Mail Articles of Incorporation and fees to:

    Michigan Department of Commerce
    Corporation and Securities Bureau
    Corporation Division
    P. O. Drawer C
    Lansing, Michigan 48904

Dated 3/7, 1983 CONTINENTAL WARRANTY CORPORATION
[Exact Corporate Name of Corporation Making Application]

By
Kenneth K.Parlin,Jr. Its President
and
Kenneth K.Parlin,III Its Secretary

STATE OF FLORIDA
COUNTY OF BROWARD } Sc.

At Fort Lauderdale, Florida in said County on the 7th day of March 1983, before me personally appeared Kenneth K. Parlin, Jr., who being by me first duly sworn, declared that he is the President of CONTINENTAL WARRANTY CORPORATION that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Joyce A. Owen
Notary Public Joyce A. Owen

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUG. 12 1983
BONDED THRU GENERAL INS. UNDERWRITERS

(NOTARIAL SEAL)

(R. I. - 2175)

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