

Filing and License Fee: \$310.00 minimum

ID Number: 148642



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NO JUN 16 PM 2:10

BUSINESS CORPORATION

**APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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:

1. The name of the corporation is Consumer Program Administrators, Inc.

2. It is incorporated under the laws of Illinois

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 1/5/1994 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 200 E. Randolph, Chicago, IL 60601

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)

Warwick RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

see attachment

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached officers/di</u>	
Director		<u>FILED</u>
President		<u>JUN 16 2005</u>
Vice President		<u>3v KAC</u>
Treasurer		
Secretary		

CG 9093

9. 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>common</u>	<u>none</u>	<u>\$1.00</u>

10. 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>common</u>	<u>none</u>	<u>\$1.00</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 53,402,731.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: June 13, 2005

Consumer Program Administrators, Inc.

Print Exact Name of Corporation Making Application

By Jennifer L. Kraft

President or Vice President (check one)

AND

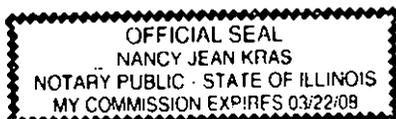
By _____

Secretary or Assistant Secretary (check one)

STATE OF Illinois

COUNTY OF Cook

In Chicago, Illinois, on this 13th day of June, 2005, before me personally appeared Jennifer L. Kraft who, being duly sworn, declared that he/she is the Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.



Nancy Jean Krus
Notary Public
My Commission Expires: 3/22/2005

Directors / Officers Report

As of 06/13/2005

Consumer Program Administrators, Inc.

Consumer Program Administrators, Inc.

36-3934857

All Directors and Officers are located at: 200 East Randolph, Chicago, IL 60601

Directors

David L. Cole	Director
Carl Steven Hayes	Director
Ronald D. Markovits	Director
Mark H. Mishler	Director
John H. Serafin	Director

Officers

David L. Cole	Chairman
David L. Cole	Chief Executive Officer
Mark H. Mishler	President
Carl Steven Hayes	Chief Operations Officer
Charles A. LaMantia	Chief Financial Officer
Diane M. Aigotti	Treasurer
Ronald D. Markovits	Secretary
Richard E. Barry	Vice President & Assistant Secretary - Law
Patrick K. Donahue	Executive Vice President

Directors / Officers Report

As of 06/13/2005

Consumer Program Administrators, Inc.

Consumer Program Administrators, Inc.

36-3934857

All Directors and Officers are located at: 200 East Randolph, Chicago, IL 60601

John E. England

Vice President

Harold LeVaughn Hooks Jr.

Vice President - Taxes

Sophocles Karapas

Vice President

Jennifer L. Kraft

Assistant Secretary - Law

Jennifer L. Kraft

Vice President

Heidi M. Legare

Assistant Vice President

Ronald D. Markovits

Vice President

Catherine M. Salatino

Controller

John H. Serafin

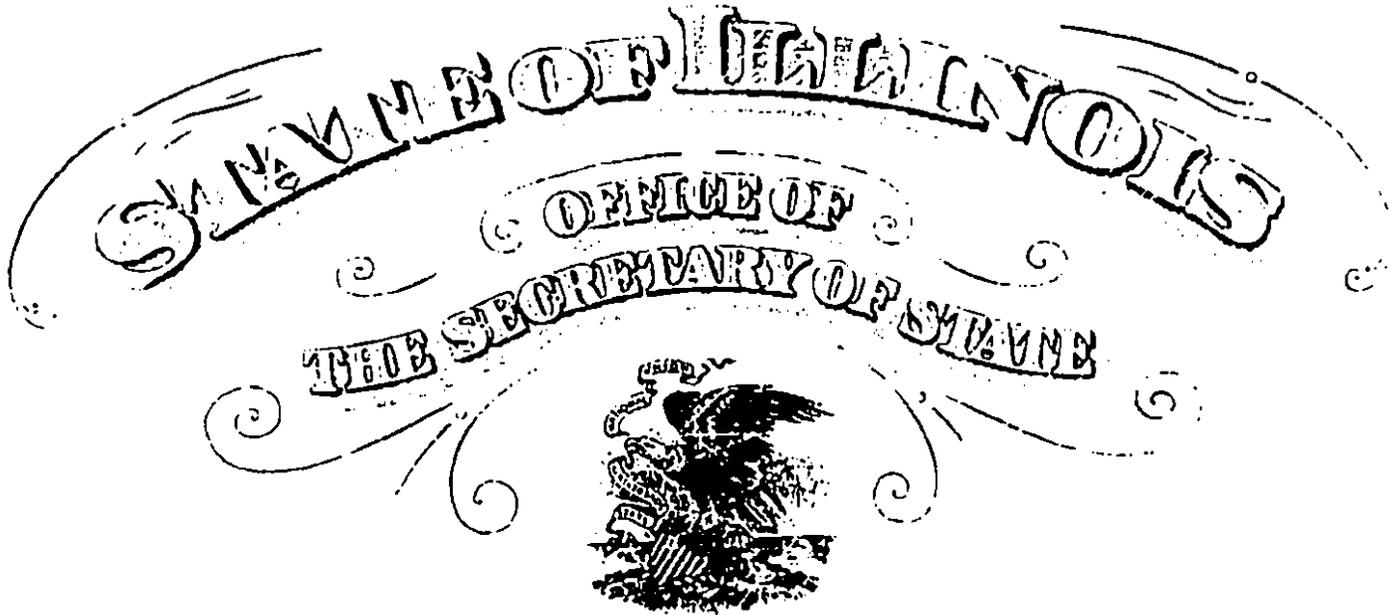
Senior Vice President

Richard L. Vodziak

Assistant Vice President - Taxes

Attachment to Rhode Island
Application for Certificate of Authority
for
Consumer Program Administrators, Inc.

The purpose or purposes which the corporation proposes to pursue in the transaction of business in Rhode Island is to engage in the transaction of any or all business for which corporations may be qualified under the laws of the state of Rhode Island, including, but not limited to, the warranty business.



Whereas, ARTICLES OF INCORPORATION OF
CONSUMER PROGRAM ADMINISTRATORS INCORPORATED
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1934.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 5TH
day of JANUARY A.D. 1934 and
of the Independence of the United States
the two hundred and 18TH.



George H. Ryan
SECRETARY OF STATE