

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

ROADGARD MOTOR CLUB, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **ROADGARD MOTOR CLUB, INC.**

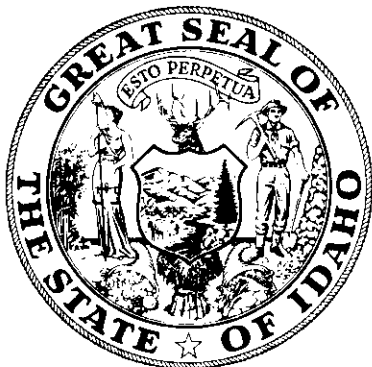
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **ROADGARD MOTOR CLUB, INC.**

to transact business in this State under the name **ROADGARD MOTOR CLUB, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **February 10, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ROADGARD MOTOR CLUB, INC.

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Florida

4. The date of its incorporation is April 19, 1982 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 600 Brickell Avenue, Miami, Florida 33131

6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Motor vehicle club.

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

Name	Office	Address
Gerald N. Gaston	Pres./Dir.	300 Cocoaplum Rd., Coral Gables, FL
R. Kirk Landon	CEO/Dir.	2 Casa Rena Concourse, Coral Gables, FL
Jeffrey Dickson	Director	14640 SW 64th Ave., Miami, FL 33158
George Van Wyck	Treasurer	8455 SW 44th St., Miami, FL 33155
Louis Stinson, Jr.	Secretary	4321 Surrey Drive, Miami, FL 33133

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
25,000	Common	\$1.00

(continued on reverse)

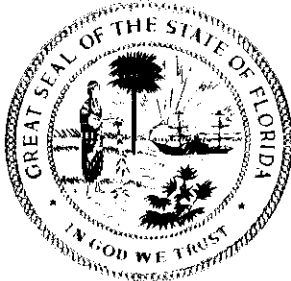
State of Florida



Department of State

I certify that the attached is a true and correct copy of Articles of Incorporation of ROADGARD MOTOR CLUB, INC., a corporation organized under the laws of the State of Florida, filed on April 19, 1982, as shown by the records of this office.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
31st day of January, 1983.




George Firestone
Secretary of State

Article III - Stated Capital

The corporation is authorized to issue 25,000 shares of \$1.00 par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and correct address of the initial Director who shall hold office until his successors, who shall be chosen at the first meeting of the shareholders, his qualified shall be

Address

600 Brickell Avenue
Miami FL 33131

ARTICLE VI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

Name

ROBERT I. WEIL

Address

1401 Brickell Avenue
9th Floor
Miami FL 33131

ARTICLE X - Initial Registered Office and Agent

The present address of the initial registered office of the corporation is 1401 Brickell Avenue, 9th Floor, Miami FL 33131 and the name of the initial registered agent of the corporation is ROBERT I. WEIL.

In WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation this 19th day of April, 1962.



NORMAN I. WEIL (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) as:

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared NORMAN I. WEIL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of April, 1962, at Miami, Dade County, Florida.

(SEAL)


Notary Public
State of Florida at Large
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES 12-31-1965
SECRETARY OF STATE, TALLAHASSEE