



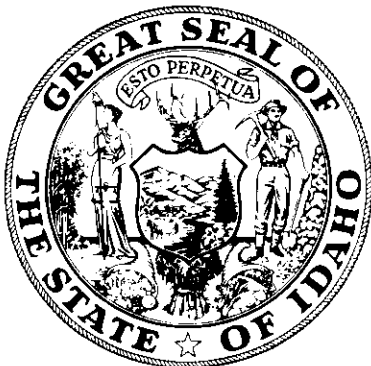
CERTIFICATE OF AUTHORITY
OF

SERVICE CONTRACT MANAGEMENT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SERVICE CONTRACT MANAGEMENT COMPANY 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 SERVICE CONTRACT MANAGEMENT COMPANY to transact business in this State under the name SERVICE CONTRACT MANAGEMENT COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated August 24, 19 81



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 Service Contract Management Company
2. *The name which it shall use in Idaho is Not applicable
3. It is incorporated under the laws of Texas
4. The date of its incorporation is March 11, 1975 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 900 Monroe Street, Fort Worth, Texas 76102
6. The street address of its proposed registered office in Idaho is 300 North Sixth Street, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To administer service contracts sold by automobile dealerships in your state.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHMENT		

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
10,000	Common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, 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
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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

Dated July 30, 1981.

Service Contract Management Company

By

Its Vice President

and

Its Secretary

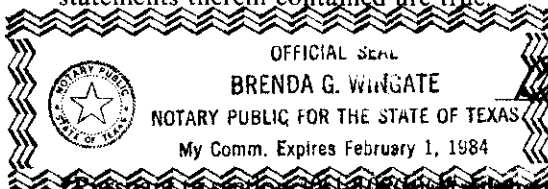
STATE OF TEXAS)

)ss:

COUNTY OF TARRANT)

I, Brenda G. Wingate, a notary public, do hereby certify that on this 30th day of July, 1981, personally appeared before me Nancy E. Strickland, who being by me first duly sworn, declared that ~~he~~ ^{she} is the Secretary of Service Contract Management Company.

^{she} that ~~he~~ signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.



Brenda G. Wingate

Notary Public

Pursuant to Section 301.106(b)(4), Public Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

ATTACHMENT

<u>Name</u>	<u>Office</u>	<u>Address</u>
Larry Tunnell	Director, President, Chairman of the Board	P. O. Box 1876 Fort Worth, TX 76101
F. H. Gunther	Director, Executive Vice President	P. O. Box 1876 Fort Worth, TX 76101
Gary S. Dearen	Director, Vice Presi- dent	P. O. Box 390 Fort Worth, TX 76101
Wayne R. Lynn	Director, Vice Presi- dent	P. O. Box 1876 Fort Worth, TX 76101
Bob D. Libby	Director, Vice Presi- dent	P. O. Box 390 Fort Worth, TX 76101
Michael F. Cassidy	Vice President	P. O. Box 390 Fort Worth, TX 76101
Nancy E. Strickland	Secretary	P. O. Box 1876 Fort Worth, TX 76101
W. T. Ellis, Jr.	Vice President, Controller, Treasurer	P. O. Box 390 Fort Worth, TX 76101
George A. Dowling	Assistant Vice President	P. O. Box 390 Fort Worth, TX 76101



The State of Texas

SECRETARY OF STATE

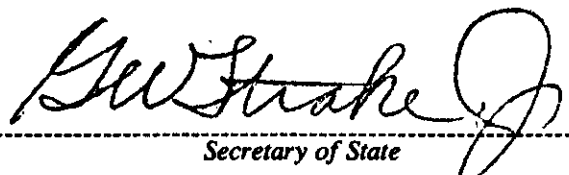
The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

SERVICE CONTRACT MANAGEMENT COMPANY

Articles of Incorporation	March 11, 1975
Amendment	October 25, 1977
Statement of Change of Registered Agent	October 25, 1977
Statement of Change of Registered Office	April 10, 1980
Amendment	April 17, 1981

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

7th day of May A. D. 19 81


Secretary of State

ARTICLES OF INCORPORATION
OF
CONTROL, INC.

FILED
In the Office of the
Secretary of State of Texas

MAR 11 1975

James B. Chote
Deputy Director, Corporation Division

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Control, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes of the corporation is to buy, sell and deal in personal property, real property and services subject to Part Four of the Texas Miscellaneous Corporation Laws Act; and to engage in the business of the creation and delivery of training programs for a business to improve the abilities of personnel and to improve the use of facilities owned or leased by business and non-commercial enterprises.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand Shares of the par value of One Dollar (\$1) each. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

ARTICLE SIX

No shareholder or other person shall have any pre-emptive right whatsoever.

ARTICLE SEVEN

The shareholders of the corporation hereby delegate to the Board of Directors power to adopt, alter, amend, or repeal the bylaws of the corporation; the power shall be vested exclusively in the Board of Directors and shall not be exercised by the shareholders.

ARTICLE EIGHT

Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

ARTICLE NINE

(A) If par. (B) is satisfied, no contract or other transaction between the corporation and any of its directors, officers or shareholders (or any corporation or firm which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, officer or shareholder at the meeting authorizing such contract or transaction, or his participation in such meeting or authorization.

(B) Par. (A) shall apply only if:

(1) The material facts of the relationship or interest of each such director, officer or shareholder are known or disclosed:

(a) To the Board of Directors and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

(b) To the shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; or

(2) The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the board of directors, a committee of the board, or the shareholders.

(C) This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

ARTICLE TEN

(A) The corporation shall indemnify, to the extent provided in pars. (B), (D) or (F):

(1) Any person who is or was director, officer, agent or employee of the corporation, and

(2) Any person who serves or served at the corporation's request as a director, officer, agent, employee, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise.

(B) In case of a suit by or in the right of the corporation against a person named in par. (A) by reason of his holding a position named in par. (A), the corporation shall indemnify him if he satisfies the standard in par. (C), for expenses (including attorneys' fees but excluding amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the suit.

(C) In case of a suit by or in the right of the corporation, a person named in par. (A) shall be indemnified only if:

(1) He is successful on the merits or otherwise, or

(2) He acted in good faith in the transaction which is the subject of the suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation. However, he shall not be indemnified in respect of any claim, issue or matter as to which he has been adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless (and only to the extent that) court in which the suit was brought shall determine, upon application, that, despite the adjudication but in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(D) In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative) - other than a suit by or in the right of the corporation - together hereafter referred to as a nonderivative suit, against a person named in par. (A) by reason of his holding a position named in par. (A), the corporation shall indemnify

him if he satisfies the standard in par. (E), for amounts actually and reasonably incurred by him in connection with the defense or settlement of the nonderivative suit as

- (1) Expenses (including attorneys' fees),
- (2) Amounts paid in settlement,
- (3) Judgements, and,
- (4) Fines.

(E) In case of a nonderivative suit, a person named in par. (A) shall be indemnified only if

- (1) He is successful on the merits or otherwise, or
- (2) He acted in good faith in the transaction which is the subject of the nonderivative suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a nonderivative suit by judgement order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this par. (E)(2).

(F) A determination that the standard of par. (C) or (E) has been satisfied may be made by a court. Or, except as stated in par. (E)(2) (2d sentence), the determination may be made by

- (1) A majority of the directors of the corporation (whether or not a quorum) who were not parties to the action, suit or proceeding, or
- (2) Independent legal counsel in a written opinion, or
- (3) The shareholders of the corporation.

(G) Anyone making a determination under par. (F) may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

(H) The corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under pars. (A)-(G), if

- (1) The board of directors authorizes the specific payment and

(2) The person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the corporation under pars. (A)-(G).

(I) The indemnification provided by pars. (A)-(G) shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

(J) The indemnification and advance payment provided by pars. (A)-(H) shall continue as to a person who has ceased to hold a position named in par. (A) and shall inure to his heirs, executors and administrators.

(K) The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in par. (A), against any liability incurred by him in any such position, or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under pars. (A)-(H).

(L) Indemnification payments, advance payments and insurance payments made under pars. (A)-(K) shall be reported in writing to the shareholders of the corporation with the next notice of annual meeting, or within six months, whichever is sooner.

ARTICLE ELEVEN

The post office address of the initial registered office of the corporation is Sixth Floor Commerce Building, 307 West Seventh Street, Fort Worth, Texas 76102, and the name of its initial registered agent at such address is J. F. Goldsmith, Jr.

ARTICLE TWELVE

The number of directors constituting the initial board of directors is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Fred B. Dickey	307 West Seventh Street, Fort Worth, Texas 76102
John A. Freeman, Jr.	307 West Seventh Street, Fort Worth, Texas 76102
F. H. Gunther	307 West Seventh Street, Fort Worth, Texas 76102
J. F. Goldsmith, Jr.	307 West Seventh Street, Fort Worth, Texas 76102
Berl E. Godfrey	Eighteenth Floor Commerce Building Fort Worth, Texas 76102

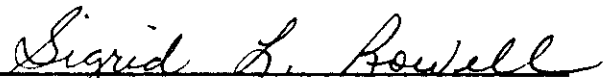
ARTICLE THIRTEEN

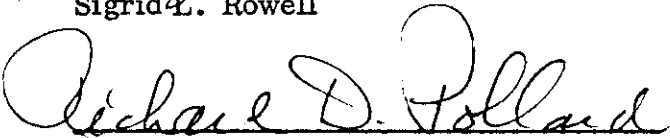
The names and address of the incorporators are:

Robert P. Clines	307 West Seventh Street, Fort Worth, Texas 76102
Sigrid L. Rowell	307 West Seventh Street, Fort Worth, Texas 76102
Richard D. Pollard	307 West Seventh Street, Fort Worth, Texas 76102

In witness whereof, we have hereunto set our hands this 11 day of March, 1975.



Robert P. Clines


Sigrid L. Rowell


Richard D. Pollard

STATE OF TEXAS)
)
COUNTY OF TARRANT)

I, the undersigned notary public, do hereby certify that on this 11th day of March, 1975, personally appeared before me ROBERT P. CLINES, SIGRID L. ROWELL, and RICHARD D. POLLARD, who each being by me duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.


Anna Gremminger
Notary Public,
Tarrant County, Texas

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of CONTROL, INC.

OCT 25 1977

Lorna Sulgran
Deputy Director, Corporation Division

ARTICLE ONE

The name of the corporation, as currently shown
in the records of the Secretary of State of Texas, is:
CONTROL, INC.

ARTICLE TWO

The following amendments to the Articles of
Incorporation were adopted on June 11, 1977:

ARTICLE ONE is amended to read: "The name of
the corporation is World Service Facilities No. 6,
Inc."

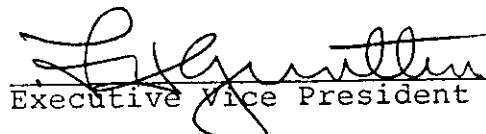
ARTICLE ELEVEN is amended to read: "The post
office of the corporation is Sixth Floor, Commerce
Building, 307 West Seventh Street, Fort Worth, Texas
76102, and the name of its registered agent at such
address is Pat Pridemore."

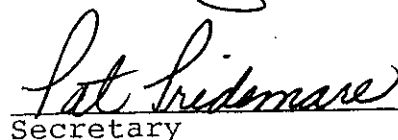
ARTICLE THREE

The number of shares of the corporation outstanding
and entitled to vote at the time of such adoption was: One
Thousand (1,000) shares, One Dollar (\$1.00) par value, common
stock.

ARTICLE FOUR

The holder of all shares outstanding and entitled
to vote has signed a consent in writing adopting said amendments.


Executive Vice President


Secretary

Sworn to October 14, 1977
~~August~~


Notary Public, Tarrant County, Texas

CONSENT

The undersigned, being all directors of Control, Inc., a Texas corporation, joined herein by World Management Services, Inc., the owner and holder of all shares of issued and outstanding capital stock of such corporation, hereby adopt and consent to the following action to the same extent and effect as if such action had been taken at duly called and convened separate meetings of the stockholders and board of directors, respectively, of such corporation, at which meetings all stockholders and all directors, respectively, were present and voted unanimously in favor thereof:

"RESOLVED, that the name of the corporation shall be changed from Control, Inc., to World Service Facilities No. 6, Inc.

"RESOLVED, FURTHER, that the Articles of Incorporation be amended to effect such change of name and to change the registered agent of the corporation from J. F. Goldsmith, Jr. to Pat Pridemore, and that the proper officers of the corporation be, and they are hereby, authorized and instructed to execute such documents and agreements, and take such other and further action, as they deem necessary or desirable to carry out these resolutions."

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the June day of 11, 1977.

F. B. Dickey
F. B. Dickey

J. A. Freeman, Jr.
J. A. Freeman, Jr.

F. H. Gunther
F. H. Gunther

A. H. Bush
A. H. Bush

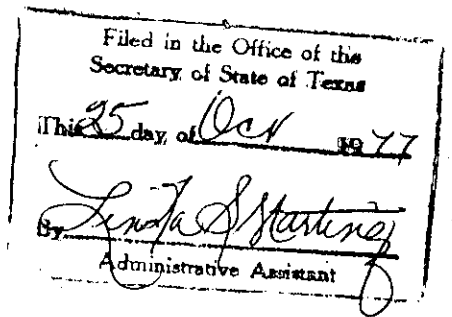
B. E. Godfrey
B. E. Godfrey

WORLD MANAGEMENT SERVICES, INC.

By

R. H. Pollard

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH,
BY A TEXAS DOMESTIC CORPORATION



1. The name of the corporation is World Service Facilities No. 6, Inc.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is Sixth Floor Commerce Building, 307 West Seventh Street, Fort Worth, Texas 76102
3. The address, including street and number, to which its registered office is to be changed is No Change
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is J. F. Goldsmith, Jr.
5. The name of its new registered agent is Pat Pridemore
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

[Signature]

~~XXXXXXXXXX~~ Vice President

Sworn to October 24, 1977
(date)

[Signature]
Notary Public


Tarrant County, Texas

INSTRUCTIONS:

Submit two (2) copies with genuine signatures and notary seals on each. Filing fee for a business (for profit) corporation is \$10.00. Filing fee for a non-profit corporation is \$5.00.

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH,
BY A TEXAS DOMESTIC CORPORATION

Filed in the Office of the Secretary of State of Texas	
This.....day of.....	19.....
APR 10 1980	
<i>[Signature]</i>	
By.....	Administrative Assistant

1. The name of the corporation is WORLD SERVICE FACILITIES,
NO. 6, INC.
2. The address, including street and number, of its present regis-
tered office as shown in the records of the Insurance Department
of the State of Texas prior to filing this statement is _____
307 West Seventh Street, Fort Worth, TX 76102
3. The address, including street and number, to which its registered
office is to be changed is No Change 
4. The name of its present registered agent, as shown in the records
of the Insurance Department of the State of Texas, prior to the
filing of this statement is Pat Pridemore
5. The name of its new registered agent is F. H. Gunther
6. The address of its registered office and the address of the
business office of its registered agent, as changed, will be
identical.
7. Such change was authorized by its board of directors.

[Signature]
Executive Vice President

Sworn to April 2, 1980
(Date)

Brenda G. Wingate
Notary Public in Tarrant County
For the State of Texas

FILED
In the Office of the
Secretary of State of Texas

APR 17 1981

CLERK H H
Corporation Division

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WORLD SERVICE FACILITIES NO. 6, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act and the Insurance Code of the State of Texas, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which provide for a new corporate style.

ARTICLE ONE

The name of the corporation is World Service Facilities No. 6, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the corporation on February 27, 1981:

"RESOLVED, That Article One of the Articles of Incorporation of WORLD SERVICE FACILITIES NO. 6, INC. be amended as follows:

ARTICLE ONE

The name of the corporation is SERVICE CONTRACT MANAGEMENT COMPANY."

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 2,000; and the number of shares entitled to vote thereon was 2,000.

ARTICLE FOUR

The holder of all shares outstanding and entitled to vote have signed a consent in writing adopting said amendment, which consent was signed February 27, 1981.

ARTICLE FIVE

No exchange, reclassification or cancellation of issued shares is effected by this Amendment.

ARTICLE SIX

The stated capital of the Corporation is unchanged.

Dated: February 27, 1981.

WORLD SERVICE FACILITIES NO. 6, INC.

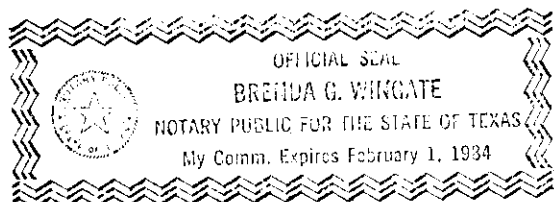
By *Larry Tunnell*
Larry Tunnell, President

By *Danny P. Wells*
Danny P. Wells, Secretary

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

I, Brenda G. Wingate, a Notary Public, do hereby certify that on this 27th day of February, 1981, personally appeared before me, Larry Tunnell and Danny P. Wells, who under oath declared that they are the President and Secretary, respectively, of WORLD SERVICE FACILITIES NO. 6, INC., and that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year before written.



Brenda G. Wingate
Notary Public For the State of Texas

SOLE SHAREHOLDER CONSENT

February 27, 1981

Early American Insurance Company, being the sole shareholder of WORLD SERVICE FACILITIES NO. 6, INC., does hereby in writing, evidence that it has consented to the following resolution which effects amendment to the Articles of Incorporation of the corporation:

"RESOLVED, That Article One of the Articles of Incorporation of WORLD SERVICE FACILITIES NO. 6, INC. be amended as follows:

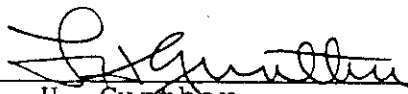
ARTICLE ONE

The name of the corporation is SERVICE
CONTRACT MANAGEMENT COMPANY."

Dated: February 27, 1981.

EARLY AMERICAN INSURANCE COMPANY
(Sole Shareholder)

By


F. H. Gunther
Executive Vice President



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

SERVICE CONTRACT MANAGEMENT COMPANY

Articles of Amendment

May 4, 1981

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

19th day of May, A. D. 19 81.

LW Strake Jr.

Secretary of State

dew

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SERVICE CONTRACT MANAGEMENT COMPANY

FILED
In the Office of the
Secretary of State of Texas
MAY 21 1981
CLERK OF THE
CORPORATION DIVISION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act and the Insurance Code of the State of Texas, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the corporation is Service Contract Management Company.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the corporation on April 20, 1981:

"RESOLVED, That Article Three of the Articles of Incorporation of SERVICE CONTRACT MANAGEMENT COMPANY, be amended as follows:

The purposes of the corporation are the transaction of any lawful business for which corporations may be incorporated under the Texas Business Corporation Act."

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 2,000; and the number of shares entitled to vote thereon was 2,000.

ARTICLE FOUR

The holder of all shares outstanding and entitled to vote have signed a consent in writing adopting said amendment, which consent was signed April 20, 1981.

ARTICLE FIVE

No exchange, reclassification or cancellation of issued shares is effected by this Amendment.

ARTICLE SIX

The stated capital of the Corporation is unchanged.

Dated: April 20, 1981.

SERVICE CONTRACT MANAGEMENT COMPANY

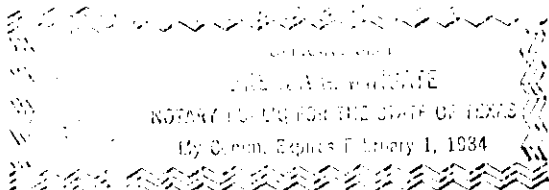
By Larry Tunnell
Larry Tunnell, President

Nancy E. Strickland
Nancy E. Strickland, Secretary

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

I, Brenda G. Wingate, a Notary Public, do hereby certify that on this 20th day of April, 1981, personally appeared before me, Larry Tunnell and Nancy E. Strickland, who under oath declared that they are the President and Secretary, respectively, of SERVICE CONTRACT MANAGEMENT COMPANY, and that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year before written.



Brenda G. Wingate
Notary Public for the State of Texas