

State of Idaho

Department of State.

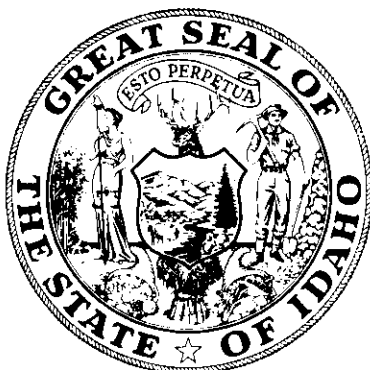
CERTIFICATE OF AUTHORITY OF

GENERAL MECHANICAL SERVICE CORPORATION

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

Dated **May 11, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

William J. Hick
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 General Mechanical Service Corporation
2. *The name which it shall use in Idaho is General Mechanical Service Corporation
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is September 7, 1983 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 3885 Upham St., Suite 100, Wheat Ridge, Colorado 80033
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
to solicit sales of service contracts and warranty programs primarily to new and used car dealers, and to appoint representative to so solicit. To engage in all lawful acts incidental thereto.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Gene Kindle	Pres. & Director	12708 Twelve Oaks Dr., Mpls., Mn. 55426
Pamela Kindle	Secy/Treas/Director	12708 Twelve Oaks Dr., Mpls., Mn. 55426
Richard W. Greeman	Director	5128 Irving Ave. So., Mpls., Mn. 55419
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
50,000	common(1 class)	1.00 par

(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>50,000</u>	<u>common(1 class)</u>	<u>1.00 par</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 May 5, 19 84

General Mechanical Service Corporation

By

Gene Kindle
Gene Kindle

Its _____ President

and

Pamela Kindle
Pamela Kindle

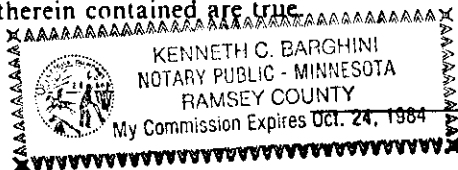
Its _____ Secretary

STATE OF Minnesota)

COUNTY OF Ramsey) ss:

I, Kenneth C. Barghini, a notary public, do hereby certify that on this 5 day of May, 1984, personally appeared before me Gene Kindle, who being by me first duly sworn, declared that he is the President of General Mechanical Service Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Kenneth C. Barghini
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho 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.

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ARTICLES OF INCORPORATION
OF
GENERAL MECHANICAL SERVICE CORPORATION

I, Edwin S. Allen, desiring to organize a corporation under the name of General Mechanical Service Corporation for the purposes of becoming a body corporate by virtue of the laws of the State of Colorado, in accordance with the provisions of the laws of said state, do hereby make, execute and acknowledge this certificate in writing to become a body corporate under and by virtue of said laws.

ARTICLE I - NAME

The name of the corporation is General Mechanical Service Corporation

ARTICLE II - DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III - OBJECT AND PURPOSE

The nature of the business of the corporation, the purposes for which it is organized and its powers are as follows:

1. To engage in the transaction of all lawful business or pursue any other lawful purpose or purposes for which a corporation may be organized under the laws of the State of Colorado.
2. To have, enjoy and exercise all of the rights, powers and privileges conferred upon corporations organized under the laws of the State of Colorado, whether now or hereafter in effect, and whether or not herein specifically mentioned.
3. To act as Administrator for service contract and warranty programs; to issue service contracts and warranty certificates; to solicit service contracts and warranty protection programs; and to appoint representatives to solicit and service service contract and warranty protection purchasers.
4. To act as the general managing agent, representative or supervising agent for insurance, indemnity and bonding companies, associations or organizations of all types and character; on their behalf to select and appoint insurance brokers and insurance agents for the soliciting and receiving applications for any and all types of insurance and indemnity contracts and surety or liability bonds; to select and appoint brokers and agents for the negotiations of contracts of indemnity, insurance or reinsurance, and surety or liability bonds.

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law.

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COUNTY OF Jeff

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ARTICLE IV - STOCK

The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares, which shall consist of one class only, designated "common stock". Each of such shares shall have a par value of \$1.00.

ARTICLE V - DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation are three, and the names and addresses of the person who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

DIRECTOR	ADDRESS
Edwin S. Allen	14145 Braun Road, Golden, Colorado 80401
Steven Gjertsen	10730 W. 101st Place, Broomfield, CO 80020
R. Bryce Lowry	6991 Saulsbury Street, Arvada, CO 80003

ARTICLE VI - CUMULATIVE VOTING

Cumulative voting of shares of stock is not authorized

ARTICLE VII - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be 3885 Upham Street, Wheat Ridge, Colorado 80033 and the name of its initial registered agent at such address is Edwin S. Allen.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Edwin S. Allen, 14145 Braun Road, Golden, Colorado 80401

Executed this 6th day of September, 1983.

Edwin S. Allen

STATE OF Colorado)
COUNTY OF Jefferson) ss

I, Donna M. Laughlin, a Notary Public, hereby certify that on the 6th day of September, 1983, personally appeared before me Edwin S. Allen, who, being by me first duly sworn, declared that Edwin S. Allen is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

In witness whereof, I have hereunder set my hand and seal this 6th day of September, 1983. My commission expires 1-14-85.

Donna M. Laughlin
NOTARY PUBLIC
Address: 3885 Upham Street
Wheat Ridge, Colorado 80033