

State of Idaho

Office of the Secretary of State

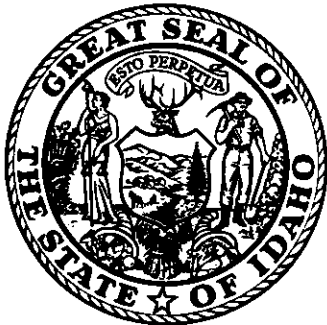
**CERTIFICATE OF AUTHORITY
OF
WARRANTECH DIRECT, INC.**

File Number C 199528

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 30, 2013



Ben Yursa
SECRETARY OF STATE

By

John L. Linn



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2013 AUG 30 AM 10: 56

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Warrantech Direct, Inc.
2. The name which it shall use in Idaho is: Warrantech Direct, Inc.
3. It is incorporated under the laws of: Texas
4. Its date of incorporation is: July 7, 1992
5. The address of its principal office is:
2200 Highway 121, Suite 100, Bedford, Texas 76021
6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 12550 W. Explorer Dr., Ste 100, Boise, ID 83743
and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
Please see attached		

Dated: August 27, 2013

Signature: *Janie Clark*

Typed Name: Janie Clark

Capacity: Assistant Secretary

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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forms\aprioritaurity_profit.pmd
Revised 06/2005

IDAHO SECRETARY OF STATE
08/30/2013 05:00
CK: 12059 CT: 263768 BH: 1388259
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

Web Form

C199528

OFFICERS/DIRECTORS RIDER

WARRANTECH DIRECT, INC.

List of Officers

Name: Sean Stapleton	Title: Chief Executive Officer/President
Business Address:	2200 Highway 121, Suite 100, Bedford, TX 76021
Name: Guy Koenig	Title: Executive Vice President
Business Address:	2200 Highway 121, Suite 100, Bedford, TX 76021
Name: Steve Knapp	Title: Chief Financial Officer
Business Address:	800 Superior Ave. E., 21 st Floor, Cleveland, Ohio 44114
Name: Sam Liotta	Title: Vice President
Business Address:	800 Superior Ave. E., 21 st Floor, Cleveland, Ohio 44114
Name: Stephen Barry Ungar	Title: Vice President/Secretary
Business Address:	59 Maiden Lane, 43 rd Floor, New York, NY 10038
Name: Harry Schlachter	Title: Treasurer
Business Address:	59 Maiden Lane, 43 rd Floor, New York, NY 10038
Name: Janie Clark	Title: Assistant Secretary
Business Address:	800 Superior Ave. E., 21 st Floor, Cleveland, Ohio 44114
Name: Susan Linder	Title: Assistant Secretary
Business Address:	2200 Highway 121, Suite 100, Bedford, TX 76021

List of Directors

Name: Harry Schlachter	Term: December 31, 1999
Business Address:	59 Maiden Lane, 43 rd Floor, New York, NY 10038
Name: Stephen Barry Ungar	Term: December 31, 1999
Business Address:	59 Maiden Lane, 43 rd Floor, New York, NY 10038



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for WARRANTECH DIRECT, INC. (file number 123701800), a Domestic For-Profit Corporation, was filed in this office on July 07, 1992.

It is further certified that the entity status in Texas is in existence.

It is further certified that our records indicate CORPORATION SERVICE COMPANY D/B/A CSC-LAWYERS INCORPORATING SERVICE COMPANY as the designated registered agent for the above named entity and the designated registered office for said entity is as follows:

211 E. 7TH STREET
SUITE 620
AUSTIN, TX - 78701 3218 USA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 21, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State