

ARTICLES OF INCORPORATION
OF

SAYLA RISK MANAGEMENT, INC.

FILED

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation shall be Sayla Risk Management, Inc.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purpose for which said Corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. Without limiting the foregoing purposes, one of the purposes of the Corporation is to sell extended motor vehicle service contracts.

ARTICLE IV

The capital stock of the Corporation shall be one thousand (1,000) shares of common stock.

ARTICLE V

The Corporation elects to have preemptive rights.

ARTICLE VI

The address of the Corporation's initial registered office shall be 760 Northgate Blvd, Idaho Falls, Idaho, 83401, and the name of its initial registered agent at such address is Kelly Sayer.

IDAHO SECRETARY OF STATE

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ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is three (3) and the name and address of each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Kelly Sayer
760 Northgate Mile
Idaho Falls, Idaho 83401

Ronald J. Sayer
120 Stone Run Lane West
Idaho Falls, Idaho 83404

Dan Lamay
2218 Dickson Circle East
Idaho Falls, Idaho 83402

ARTICLE VIII

The name and address of the incorporator are:

Kelly Sayer
760 Northgate Mile
Idaho Falls, Idaho 83401

ARTICLE IX

All shareholders are entitled to accumulate their votes for directors. They are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

ARTICLE X

a. Except as provided in sections b. and d. of this Article and in Article IX providing for cumulative voting for votes cast for directors, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

b. This Corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

c. Section b. of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

d. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

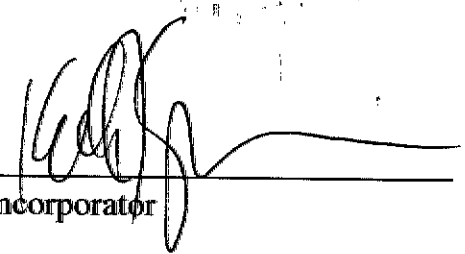
ARTICLE XI

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists, or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnifications rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

ARTICLE XII

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-833, Idaho Code; or (iv) an intentional violation of criminal law.

Dated this 25th day of November, 1997.



Kelly Sayer, Incorporator