

State of Idaho

Department of State

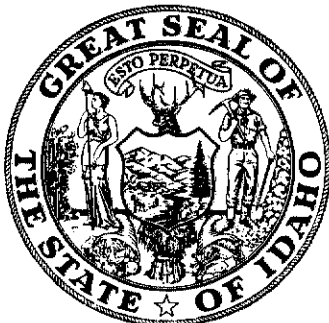
CERTIFICATE OF AUTHORITY OF

RESIDENTIAL WARRANTY CORPORATION
File number C 114762

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

Dated: April 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

APR 29 10 39 AM '96

To the Secretary of State of Idaho

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

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is Residential Warranty Corporation
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Nevada
4. Its date of incorporation is 12/28/95 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
2920 N. Green Valley Pkwy., Bldg. #3, Ste. 321, Henderson, NV 89014
6. The address to which correspondence should be addressed, if different than item 5, is _____
5300 Derry Street, Harrisburg, PA 17111-3598
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise,
Idaho 83701, and its registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for
which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|--------------------|--------|---------|
| SEE ATTACHED SHEET | | |
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10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 12/29/95

IDAHO SECRETARY OF STATE

Secretary of State Use Only DATE 04/29/1996 0900 58120 CCAP

Residential Warranty Corporation

(Corporation name)

By Kathleen D. Foley
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

Kathleen D. Foley, Vice President

CK #: 13400861 CUST# 15948

AUTH PRO

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EXPEDITE C 1@ 20.00= 20.00
CORP SUR 1@ 20.00= 20.00

: C

RESIDENTIAL WARRANTY CORPORATION
Board of Directors and Officers

Board of Directors

George A. Parmer
5300 Derry Street
Harrisburg, PA 17111

Kathleen D. Foley
5300 Derry Street
Harrisburg, PA 17111

John L. Schilling, III
5520 Derry Street
Harrisburg, PA 17111

Officers of the Corporation

George A. Parmer, President
5300 Derry Street
Harrisburg, PA 17111

Kathleen D. Foley, Senior Vice President
5300 Derry Street
Harrisburg, PA 17111

Lynn Nelson-Probst, Vice President of Sales
5300 Derry Street
Harrisburg, PA 17111

Tom Bothell, Vice President of Marketing
5300 Derry Street
Harrisburg, PA 17111

Susan R. Kent, Secretary/Treasurer
5300 Derry Street
Harrisburg, PA 17111

Diane L. Naguski, Assistant Secretary
5300 Derry Street
Harrisburg, PA 17111

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **RESIDENTIAL WARRANTY CORPORATION** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on April 15, 1996.



A handwritten signature in cursive script, reading "Dean Heller".

Secretary of State

By

A handwritten signature in cursive script, likely belonging to the Certification Clerk.

Certification Clerk