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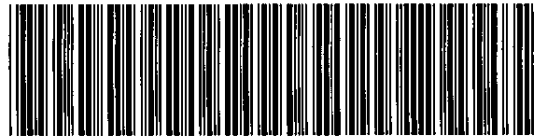
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. Burch JUN 12 2007

BLANK & MEENAN, P.A.

ATTORNEYS AT LAW

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WANDA CARTER, JD^
LEGAL ASSISTANT

*Florida Bar Certified in Health Law
**Member of the Florida and District of Columbia Bars
***Florida Bar Certified in City, County and Local Government Law
**** Certified Civil Mediator
*****Member of Florida and Texas Bars
^ Not a Member of the Florida Bar & Not an Attorney

June 11, 2007

Via Hand Delivery

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation: Chrysler Service Contracts Florida, Inc.

Gentlemen:

We enclose for filing the original and one copy of the Articles of Incorporation for Chrysler Service Contracts Florida, Inc. Also enclosed is a check in the amount of \$87.50 for the filing fee, a certified copy of the Articles of Incorporation, and a Certificate of Status.

We would request that you file the Articles of Incorporation on an expedited basis, and provide us with a certified copy of the Articles of Incorporation and the Certificate of Status on an expedited basis. Please call us when the certified copy of Articles of Incorporation are ready for pick up.

Should you have any questions or concerns about this filing, please contact:

Miriam O. Victorian
Blank & Meenan, P.A.
204 South Monroe Street
Tallahassee, Florida 32301
850-681-6710

Thank you in advance for your assistance in this matter.

Very truly yours,

Miriam O. Victorian

Miriam O. Victorian

MOV/jm

cc: Timothy J. Meenan
Shirley Kerns

ARTICLES OF INCORPORATION

OF

CHRYSLER SERVICE CONTRACTS FLORIDA, INC.

The undersigned incorporator, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name

The name of the corporation is **CHRYSLER SERVICE CONTRACTS FLORIDA, INC.** (the "Corporation").

Article II
Principal Office

The principal place of business and mailing address of the corporation is 1000 Chrysler Drive, Auburn Hills, Michigan. The Corporation may establish and maintain the principal place of business at such other place as may be determined by the Board of Directors from time to time.

Article III
Duration

The period of duration of this Corporation shall be perpetual.

Article IV
Purpose

The Corporation is organized to engage in any lawful activity for which a corporation may be organized under Chapter 607, Florida Statutes.

Article V
Resident Agent

The name and address of the Corporation's Florida registered agent is:

Timothy J. Meenan
Blank & Meenan, P.A.
204 South Monroe Street
Tallahassee, FL 32302

Article VI
Shares

The Corporation shall have the authority to issue ONE THOUSAND (1,000) shares of common stock with a par value of \$1.00 per share. No shares of stock may be issued for less than par value. Each outstanding share of stock is entitled to one (1) vote, and all outstanding shares have equal voting rights in all respects. The holders of the outstanding shares of stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or shares of the capital of the Corporation.

Article VII
By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

Article VIII
Directors

The governing body of the Corporation is styled as the Board of Directors. The number of directors of the Corporation, the qualifications of directors, the time and place of director elections, and the term of office of each director shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation as prescribed by law.

The initial Board of Directors are:

- 1.) Philip E. Bertlesen
1000 Chrysler Drive
Auburn Hills, Michigan
- 2.) Christine Cortez
1000 Chrysler Drive
Auburn Hills, Michigan
- 3.) Ann Tomlanovich
1000 Chrysler Drive
Auburn Hills, Michigan
- 4.) Glenn A. Zima
1000 Chrysler Drive
Auburn Hills, Michigan

Article IX
Indemnification

The Corporation shall indemnify its directors, officers, and agents against liabilities arising out of their respective services and duties to the Corporation. Indemnification will be made for costs and expenses, including attorney fees, judgments and settlement payments.

Article X
Initial Officers

The names, addresses and titles of the initial officers of the corporation are:

- | | | |
|-----|--|------------------------------|
| 1.) | Christine Cortez
1000 Chrysler Drive
Auburn Hills, Michigan 48326 | Chairman and CEO |
| 2.) | Ann Tomlanovich
1000 Chrysler Drive
Auburn Hills, Michigan 48326 | President and COO |
| 3.) | Allan M. Huss
1000 Chrysler Drive
Auburn Hills, Michigan 48326 | Vice President and Secretary |
| 4.) | Glenn A. Zima
1000 Chrysler Drive
Auburn Hills, Michigan 48326 | Vice President |
| 5.) | Philip E. Bertelsen
1000 Chrysler Drive
Auburn Hills, Michigan 48326 | Treasurer |
| 6.) | Ronald J. Elder
1000 Chrysler Drive
Auburn Hills, Michigan 48326 | Controller and CFO |
| 7.) | Bryon C. Babbish
1000 Chrysler Drive
Auburn Hills, Michigan 48326 | Assistant Secretary |
| 8.) | Paul L. Wolff
1000 Chrysler Drive
Auburn Hills, Michigan 48326 | Assistant Secretary |

Article XI
Amendments

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors sign a written statement approved by all of the shareholders manifesting the intention that an amendment to these Articles of Incorporation be adopted.

Article XII
Incorporator

The name and address of the sole incorporator is as follows:


Allan M. Huss
1000 Chrysler Drive
Auburn Hills, Michigan 48326

Article XIII
Transactions in Which Directors or Officers Are Interested

A. No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purposes, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes or approves the contract or transaction; or
2. The fact of such relationship or interest is disclosed or known to the shareholders of the corporation entitled to vote thereon, and they authorize or approve such contract or transaction; or
3. The contract or transaction is fair and reasonable as to the corporation.


IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation on June 8, 2007.


Allan M. Huss
Incorporator

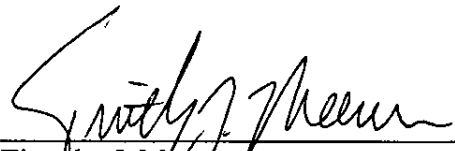
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

CHRYSLER SERVICE CONTRACTS, FLORIDA, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated Blank & Meenan, P.A.; P.O. Box 11068, 204 South Monroe Street, Tallahassee, Florida 32302-3068, as its initial registered office and has named Timothy J. Meenan, located at said address, as its initial Registered Agent effective June 8, 2007.


Incorporator
Dated as of June _____, 2007

Having been named Registered Agent to accept service of process for **CHRYSLER SERVICE CONTRACTS FLORIDA, INC.**, at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective June 8, 2007. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Timothy J. Meenan
Registered Agent
Dated June 8, 2007