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FILED
MAR 29 PM 2:14
TALLAHASSEE, FLORIDA
CLERK OF STATE

Gene Boss
(Requestor's Name)
534 SE 5th Circle, Unit 8B
(Address)
Boynton Beach, Fl 33435
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/3/95
75

Examiner's Initials

ARTICLES OF INCORPORATION
OF
AUTO ADVANTAGE, INC.

7-11-57
MAR 20 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - CORPORATE NAME

The name of this Corporation is Auto Advantage, Inc.

ARTICLE II. - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is primarily to provide an automobile purchase and financing resource for financial institutions and to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V. - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Gene Boss, 534 SE 5th Circle - Unit 8B, Boynton Beach, Florida 33435.

ARTICLE VI. - BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one, nor more than nine.

ARTICLE VII. - INITIAL DIRECTOR

The name of the initial Director of this Corporation and his street address is: William Dyer, 4060 NW 110 Avenue, Coral Springs, Florida 33065.

The person named as initial Director shall hold office for the first year of the existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. - CORPORATE ADDRESS

The corporate address of the Corporation shall be: 731 SE 5th Terrace, Pompano Beach, Florida 33060.

ARTICLE IX. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Robert Wood, 248 Mega Court, Boynton Beach, Florida 33436.

ARTICLE X. - VOTING RIGHTS

Except as provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE XI. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII. - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person and in the amounts set opposite his name: James McGrath, 1000 Shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders, if any, or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XIV. - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XV. - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XVI. - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation, duly called as provided by the Bylaws or law.

ARTICLE XVII. - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The Shareholders may by vote of 100% of the Shareholders at a duly called shareholders meeting, elect that all corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation rather than by the Board of Directors. Once that election is made by 100% of the shareholders, any act authorized by 51% of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be an act of the Shareholders.

ARTICLE XVIII. - DIRECTOR QUORUM AND VOTING

Two-Thirds (2/3rds) of the total Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be

voted upon, the affirmative vote of two-thirds (2/3rds) of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE XIX. - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

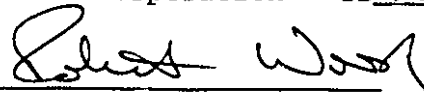
ARTICLE XX. - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent provided by law.

ARTICLE XXI. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 20 day of April, 1995.



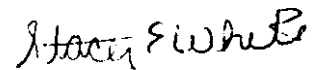
Robert Wood

STATE OF FLORIDA)
: SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared Robert Wood, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation this 25th day of April, 1995.

STACEY E. WHITE
"NOTARY PUBLIC—STATE OF FLORIDA"
MY COMMISSION EXPIRES 7/20/96
COMMISSION NUMBER 1210497

NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



MY COMMISSION EXPIRES:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

APR 28 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement, in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the Corporation is Auto Advantage, Inc.
2. The name and address of the Registered Agent and office is Gene Boss, 534 SE 5th Circle, Boynton Beach, Florida 33435.

Auto Advantage, Inc.

Robert Wood
Robert Wood

Title: Incorporator

Date: 4/25/95

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity; I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of Registered Agent.

Gene Boss
Gene Boss

Date: 4/25/95