

P95000060268

TRANSMITTAL LETTER

AUGUST 1, 1995

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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+08/01/95 0011:001
****122.50 ****122.50

SUBJECT: AMERICAN AUTO ACCEPTANCE, INC.

Enclosed find an original and a copy for certification of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50 for filing fees, designation of registered agent and certified copy.

Please forward the certified copy to:

Richard Cooper
6240 A1A South #414
St. Augustine, Florida 32084

Thank You

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this Corporation shall be:

AMERICAN AUTO ACCEPTANCE, INC.

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The SPECIFIC business being that of commercial credit auto financing, and related fields.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1000) Shares of common stock, of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (\$1000.00) Dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The street address in the State, of the principle Office of the Corporation will be:

6240 AlA South, #414

St. Augustine, Florida 32084

The Board of Directors may from time to time move the principle office to any other address in the State of Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors.

The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Directors of this Corporation are:

1. Richard Cooper

6240 AlA South, #414

St. Augustine, Florida 32084

2. Carmen Marino

9 Stable Gate Road

Hilton Head Island, S.C. 29926

ARTICLE VIII, INCORPORATOR

The name and address of the Incorporator's are:

Richard Cooper, President

6240 A1A South, #414

St. Augustine, Florida 32084

ARTICLE IX, BY-LAWS

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

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

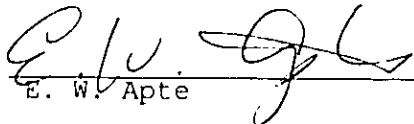
ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, E. W. Apte, located at 2600 U.S. 1 South, St. Augustine, Florida 32086, accepts this position

as signed below:


E. W. Apte

The Registered Office will be located at 2600 U. S. 1 South, St. Augustine, Florida 32086.

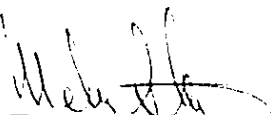

E. W. Apte / Registered Agent

IN WITNESS WHEREOF, The undersigned, as subscribing incorporator's, have herewith set my hand and seal this 1st day of August, 1995 for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the Office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


RICHARD COOPFR, President

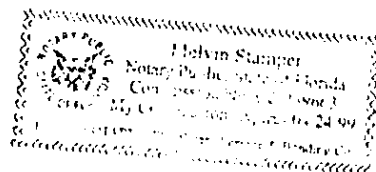
STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY, that on this day , before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgment, personally appeared Richard Cooper, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same. WITNESS my hand and official seal in the County and State last aforesaid, this 1st day of August, A.D., 1995.


Melvin Stamer
CC439663

NOTARY PUBLIC

My Commission expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that American Auto Credit, Inc., desiring to organize and/or qualify under the laws of the State of Florida, with its principle place of business at 6240 AIA South #414, St. Augustine, Florida 32084, has named E. W. Apte, it's agent to accept service of process within Florida.

Richard Cooper
RICHARD COOPER, President

Aug 1 95
Date

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Aug 1 1995
Dated

E. W. Apte
E. W. APTE, Registered Agent

SIGNED AND SWORN TO this 1st day of August, 1995.

Melvin Stamper
Melvin Stamper / NOTARY PUBLIC
CC 439663

My Commission Expires:
Melvin Stamper
Notary Public, State of Flor.
Commission No. CC 439663
Exp. 08/24/98

P95000060268

American Auto Acceptance Inc.
6240 A1A South • Suite 414
St. Augustine, FL 32084

Richard Cooper

904 471-7065

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*****35.00 *****35.00

ARTICLES OF ASSOCIATION

CHECK FOR 35\$

FILED
SECRETARY OF STATE
DIVISION OF REVENUE

96 JUN 26 PM 3:27

Walden

JUN 26 1996

ARTICLES OF DISSOLUTION

SECRET FILED
DIVISION
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Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: American Auto Acceptance, Inc.

SECOND: The date dissolution was authorized: June 1, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 24 day of June, 19 96

Signature Richard Cooper
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Richard Cooper
(Typed or printed name)

President
(Title)