

P97000082195

STEPHEN M. BEYER, P.A.
Attorney at Law
4600 Sheridan Street, Suite 201
Hollywood, Florida 33021
(954) 985-8660
(954) 985-0677 (fax)

September 16, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: New Filings

700002300027--9
-09/22/97--01146--010
*****122.50 *****122.50

RE: BBB FINANCIAL SERVICES CORPORATION

Dear Sir/Madam:

Enclosed please find the following in connection with the captioned matter:

1. Articles of Incorporation.
2. Check in the amount of \$122.50 made payable to "Department of State", representing the filing fee and return of a certified copy.
3. Stamped, self-addressed envelope.

Please process the Articles as appropriate, returning a certified copy in the stamped, self-addressed envelope enclosed for said purpose.

Should you have any questions, please contact the undersigned.

Very truly yours,

STEPHEN M. BEYER

SMB/cj
encl.

FILED
97 SEP 22 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nadeau SEP 23 1997

**ARTICLES OF INCORPORATION
OF
BBB FINANCIAL SERVICES CORPORATION**

FILED
97 SEP 22 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be: BBB FINANCIAL SERVICES CORPORATION.

ARTICLE II

The general character or nature of the business to be transacted by this Corporation is to engage in the business of automobile sales and financing and any other activity or business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding is One Thousand (1,000) shares of Common Stock, each share having a par value of One and 00/100 (\$1.00) Dollar.

ARTICLE IV

The amount of capital contribution with which this Corporation shall begin business is One Hundred and 00/100 (\$100.00) Dollars.

ARTICLE V

The initial street address of the principal office of this Corporation is to be at: 731 North Federal Highway, Ft. Lauderdale, Florida.

ARTICLE VI

The Corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time pursuant to the By-Laws.

ARTICLE VII

The names and street addresses of the first Board of Directors of this Corporation, who shall hold offices for the first year or until their successors are duly elected and qualified, shall be:

Stephen M. Beyer

4600 Sheridan Street, #201
Hollywood, Florida 33021

ARTICLE VIII

The names and street addresses of each subscriber and the number of shares of stock which each agrees to take are as follows:

Stephen M. Beyer

4600 Sheridan Street #201
Hollywood, Florida 33021

1000 shares

ARTICLE IX

The Corporation shall have perpetual existence.

ARTICLE X

The street address of the initial Registered Office of the Corporation is: 4600 Sheridan Street, Suite 201, Hollywood, Florida 33021. The name of the initial Registered Agent of the Corporation at that address is: Stephen M. Beyer, Esq.

ARTICLE XI

Stock holders of this Corporation may enter into such stockholder's and trustee's agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholder's and trustee's agreements.

ARTICLE XII

These Articles of Incorporation shall 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 Stockholder's meeting of a majority of stock entitled to vote thereon, 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.

ARTICLE XIII

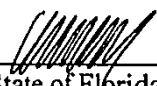
The name and street address of the incorporator to these Articles of Incorporation is: Stephen M. Beyer, Esq., 4600 Sheridan Street, Suite 201, Hollywood, Florida 33021.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge to be filed in the office of the Secretary of State the foregoing Articles of Incorporation on this 10th day of September, 1997.


STEPHEN M. BEYER, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10th day of September, 1997 by STEPHEN M. BEYER, who is personally known to me and who did not take an oath.


Notary Public State of Florida

My commission expires:



Christy Juhl
MY COMMISSION # CC524469 EXPIRES
March 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

. . . .

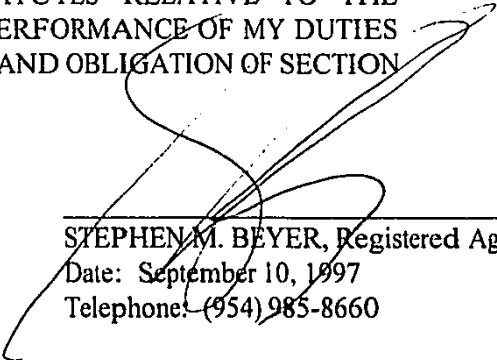
**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BBB FINANCIAL SERVICES CORPORATION, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in its Articles of Incorporation, has named Stephen M. Beyer, Esq., located at 4600 Sheridan Street, Suite 201, Hollywood, Florida 33021, as its Agent to accept service of process within this State. The principal office of the Corporation shall be: 731 North Federal Highway, Ft. Lauderdale, Florida.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE COMPLETE AND PROPER PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.325, FLORIDA STATUTES.



STEPHEN M. BEYER, Registered Agent
Date: September 10, 1997
Telephone: (954) 985-8660

FILED
97 SEP 22 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA