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ACCOUNT NO. : 072100000032

REFERENCE : 475706 7133312

AUTHORIZATION : Patricia Puyet

COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1997

ORDER TIME : 2:47 PM

ORDER NO. : 475706-005

200002248382--8

CUSTOMER NO: 7133312

CUSTOMER: Mr. Steven A. Sagal  
MR. STEVE SAGAL

Suite 300  
9900 West Sample Road  
Pompano Beach, FL 33065

DOMESTIC FILING

NAME: MERCHANTS ACCEPTANCE CORPORATION

EFFECTIVE DATE:

- X        ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- X        CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

JUL 25 1997  
 2 53 PM  
 FLORIDA  
 SECRETARY OF STATE  
 97 JUL 25 PM 3:29  
 CONFIRMATION

SN JUL 28 1997.

ARTICLES OF INCORPORATION  
OF  
MERCHANTS ACCEPTANCE CORPORATION

ARTICLE I - NAME

The name of this Corporation is MERCHANTS  
ACCEPTANCE CORPORATION

The mailing address of this Corporation is:

9900 West Sample Road, Suite 300  
Coral Springs, Florida 33065

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in  
any activities or business permitted by applicable law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corpora-  
tion is authorized to have outstanding at any time is 1000  
shares of common stock having a par value of 1.00 per share.  
The consideration to be paid for each share of stock shall  
be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation  
shall be 9900 West Sample Road, Suite 300, Coral Springs,  
Florida 33065 and the initial registered agent of this Cor-  
poration at such office shall be Steve Sagal who upon  
accepting this designation agrees to comply with the  
provisions of Section 48.091, Florida Statutes, as amended  
from time to time, with respect to keeping an office open  
for service of process.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Steve Sagal	990 West Sample Rd., Suite 300 Coral Springs, Florida 33065

**ARTICLE VII - BY-LAWS**

The By - Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or the Directors.

**ARTICLE VIII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Steve Sagal	990 West Sample Rd., Suite 300 Coral Springs, Florida 33065

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of JULY, 1997.

  
\_\_\_\_\_  
Steve Sagal, Incorporator

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of MERCHANTS ACCEPTANCE CORPORATION and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date: JULY 22, 1997

  
Steve Sagal, Registered Agent

RECEIVED  
JUL 23 1997  
TALLAHASSEE  
FLORIDA