

1201 BAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086



A 96000 000852

ACCOUNT NO. : 0721000000037

REFERENCE : 943129 5012018

AUTHORIZATION :

*Patricia Piquito*

COST LIMIT : \$ 1037.50

ORDER DATE : May 6, 1996

ORDER TIME : 12:21 PM

ORDER NO. : 943129

CUSTOMER NO: 5012018

600001809946

CUSTOMER: Charlie Tomm, Vice President  
COGGIN AUTOMOTIVE GROUP

Suite 200  
7400 Baymeadows Way  
Jacksonville, FL 32256

DOMESTIC FILING

NAME: CA FUNDING 2 LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -6 PM 2:46

*5/6/96*  
*[Signature]*

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CA FUNDING 2 LTD.**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
96 MAY -6 PM 2:46

To the Secretary of State  
State of Florida

It is hereby certified that:

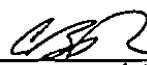
1. The name of the limited partnership to be formed by this certificate is CA Funding 2 Ltd. (the "Limited Partnership").

2. The address of the office, wherever located, at which the records required to be maintained by Section 620.106 of the Florida Revised Uniform Limited Partnership Act (1986) is 7400 Baymeadows Road, Suite 200, Jacksonville, Florida 32256.

3. The name and address of the agent for service of process in the State of Florida required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) is Mr. Charles Tomm, Coggin Automotive Group, 7400 Baymeadows Road, Suite 200, Jacksonville, Florida 32256.

4. Signature of acceptance by agent for service of process:

Mr. Charlie Tomm  
Coggin Automotive Group  
7400 Baymeadows Road, Suite 200  
Jacksonville, Florida 32256

Signature: 

996000017875

5. The name of the general partner is CA Funding Inc. (the "General Partner") and the business address of the General Partner is 7400 Baymeadows Road, Suite 200, Jacksonville, Florida 32256.

6. The mailing address of the Limited Partnership is CA Funding 2 Ltd., 7400 Baymeadows Road, Suite 200, Jacksonville, Florida 32256.

7. The latest date on which the Limited Partnership is to dissolve is December 1, 2016.

8. The undersigned is the sole general partner of the Limited Partnership.

Signed on February 27, 1996:

CA FUNDING INC.  
As general partner of CA Funding 2 Ltd.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
96 MAY -6 PM 2:46

By: Richard B. Gormley  
Name: RICHARD B. GORMLEY  
Title: VICE PRESIDENT

AFFIDAVIT  
OF  
GENERAL PARTNER  
AS TO  
CAPITAL CONTRIBUTIONS

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
96 MAY -6 PM 2:46

The undersigned constituting the sole general partner of CA Funding 2 Ltd., a Florida limited partnership to be formed, hereinafter referred to as the Limited Partnership, certified as follows:

The amount of capital contributions of the limited partners is \$6.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100,000,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 27th day of February, 1996:

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
96 MAY -6 PM 2:46

CA FUNDING INC.  
As general partner of CA Funding 2 Ltd.

By: Richard B. Gormly  
Name: RICHARD B. GORMLY  
Title: VICE - PRESIDENT