

Document Number Only
F96000003975

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
CORPORATION(S) NAME

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA
904-671-1000 904-671-0000

296-15695

Gulf States Financial Services, Inc.

96 JUL 26 PM 1:43
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

FILED

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merge
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Jf
8/5

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

7/26/96

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

file 126

Walk-In 8/5



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Doug,
Please check date
Thanks

July 26, 1996

CT SYSTEM

SUBJECT: GULF STATES FINANCIAL SERVICES, INC.
Ref. Number: W96000015695

We have received your document for GULF STATES FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 396A00036064

RECEIVED
DIVISION OF CORPORATIONS
JUL 29 1996

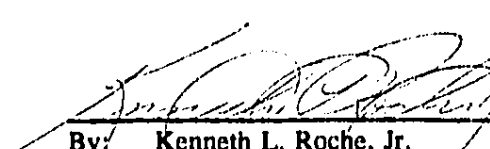
GULF STATES FINANCIAL SERVICES, INC.

Certificate of Assistant Secretary

The undersigned, Kenneth L. Roche, Jr., Assistant Secretary of Gulf States Financial Services, Inc., a Texas corporation (the "Company"), DOES HEREBY CERTIFY that the resolution set forth below was duly adopted by the Executive Committee appointed by the Board of Directors of the Company and such resolutions have not been amended, modified, rescinded or revoked and are in full force and effect on the date hereof:

RESOLVED, that Gulf States Financial Services, Inc., organized and existing in the State of Texas, hereby adopts the name "GULF STATES FINANCIAL SERVICES, INC. OF TEXAS" for use in the State of Florida.

WITNESS MY HAND this 31st day of July, 1996.


By: **Kenneth L. Roche, Jr.**
Title: **Assistant Secretary and General Counsel**

FILED
96 JUL 26 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Gulf States Financial Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas 3. 76-0068653
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 23, 1982 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 7701 Wilshire Place Drive
Houston, Texas 77040
(Current mailing address)

8. To serve as the General Partner of Gulf States Acceptance Company, L.P.
and to generally engage in the business of financial services to
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) automobile dealers and the administration of these services.

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

Kirk Hood, Assistant Secretary

(Type Name and Title of Officer)

96 JUL 26 11:43
SECRETARY OF STATE
TALLAHASSEE
FLORIDA
FILED

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS See attached Addendum.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See attached Addendum.

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

96 JUL 26 PM 1:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. W. Martens
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William F. Martens, President
(Typed or printed name and capacity of person signing application)

FILED
96 JUL 26 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gulf States Financial Services, Inc. - Directors and Officers

Thomas Dan Friedkin 7701 Wilshire Place Drive Houston, Texas 77040	Director and Chairman of the Board
Jerry H. Pyle 7701 Wilshire Place Drive Houston, Texas 77040	Director and Vice Chairman
Frank Gruon 7701 Wilshire Place Drive Houston, Texas 77040	Director
William F. Martens 7701 Wilshire Place Drive Houston, Texas 77040	Director and President
Craig C. Hohmann 7701 Wilshire Place Drive Houston, Texas 77040	Vice President
Bruce Stricklin 7701 Wilshire Place Drive Houston, Texas 77040	Vice President
Grog Kraft 13201 Northwest Freeway, St. 200 Houston, Texas 77040	Vice President
F.R. ("Chip") Mason 7701 Wilshire Place Drive Houston, Texas 77040	Vice President and Secretary/Treasurer
Kenneth L. Roche, Jr. 7701 Wilshire Place Dr. Houston, Texas 77040	Assistant Secretary and General Counsel
John Mormino 7701 Wilshire Place Drive Houston, Texas 77040	Vice President and Assistant Treasurer

96 JUL 26 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



The State of Texas

SECRETARY OF STATE

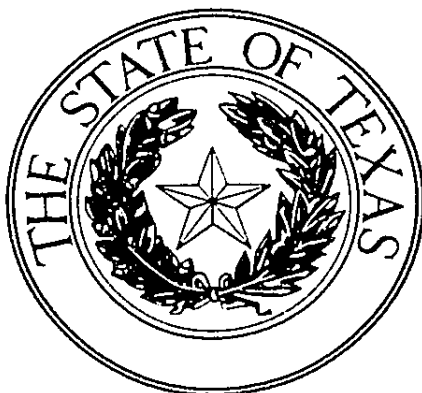
**IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of**

GULF STATES FINANCIAL SERVICES, INC.

were filed in this office and a certificate of incorporation was issued on
JULY 23, 1982;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**

FILED
96 JUL 26 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 25, 1996.*

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State **PH**

GULF STATES FINANCIAL SERVICES, INC.

FINANCING • LEASING • CREDIT INSURANCE • EXTENDED SERVICE AGREEMENTS • TRAINING

F96000003975

February 7, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Gulf States Financial Services, Inc. of Texas
Document No. F9600003975

Dear Sirs:

Please note that the GULF STATES FINANCIAL SERVICES, INC. doing business in Florida as GULF STATES FINANCIAL SERVICES, INC. OF TEXAS has a new corporate address as follows:

13201 Northwest Freeway
Suite 801
Houston, Texas 77040

Thank you for your attention to this matter. Please contact me at (281) 552-2220 if you have any questions.

Very truly yours,

Janet K. Greene
Janet K. Greene
Associate Counsel

VS 2/19