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ACCOUNT NO: 072100000032

REFERENCE : 185472 4656E

AUTHORIZATION : Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : December 13, 1996

ORDER TIME : 11:27 AM

ORDER NO. : 185472-010

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CUSTOMER NO: 4656E

W96-26311

CUSTOMER: Michelle J. Turton, Legal Asst
Greenberg Traurig Hoffman
111 North Orange Avenue
Suite #2050
Orlando, FL 32801

12/16

FOREIGN FILINGS

NAME: SMART CHOICE HOLDINGS, INC.

12/16

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 13, 1996

CSC

SUBJECT: SMART CHOICE HOLDINGS, INC.
Ref. Number: W9600026311

We have received your document(s) in this office, however, the document is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 696A00055891

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO 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:

SMART CHOICE HOLDINGS, INC.

1. _____
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. DELAWARE
(State or country under the law of which it is incorporated)

3. 06/21/96 4. PERPETUAL
(Date of Incorporation) (Duration)

5. 59-3395504
(Federal Employer Identification number, if applicable)

6. JULY 1, 1996
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 101 PHILLIPPE PARKWAY, SUITE 300, SAFETY HARBOR, FLORIDA 34695
(Current mailing address)

8. TO ESTABLISH A NETWORK OF "NEIGHBORHOOD STORES" FOR THE FINANCIAL SALES OF MOTOR VEHICLES IN THE SOUTHEASTERN U.S., WHERE IT WILL SELL, SERVICE AND FINANCE, NEW AND USED VEHICLES.
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: ROBERT J. ABRAHAMS
Address: 101 PHILLIPPE PARKWAY, SUITE 300, SAFETY HARBOR
FLORIDA 34695

Vice Chairman: N/A
Address: _____

Director: GERALD C. PARKER
Address: 101 PHILLIPPE PARKWAY, SUITE 300
SAFETY HARBOR, FLORIDA 34695

Director: ROBERT J. ABRAHAMS
Address: 101 PHILLIPPE PARKWAY, SUITE 300
SAFETY HARBOR, FLORIDA 34695

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TALLAHASSEE, FLORIDA

B. Officers:

President: CHIEF FINANCIAL OFFICER - SALVATORE ROSA
Address: 101 PHILLIPPE PARKWAY, SUITE 300
SAFETY HARBOR, FLORIDA 34695

Vice President: N/A
Address: _____

Secretary: THOMAS E. CONLAN
Address: 101 PHILLIPPE PARKWAY, SUITE 300
SAFETY HARBOR, FLORIDA 34695

Treasurer: THOMAS E. CONLAN
Address: 101 PHILLIPPE PARKWAY, SUITE 300
SAFETY HARBOR, FLORIDA 34695

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: THOMAS E. CONLAN
Office Address: 101 PHILLIPPE PARKWAY, SUITE 300
SAFETY HARBOR ,Florida 34695
Zip Code

11. Registered agent's 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.

Registered agent's signature: 

12. 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.

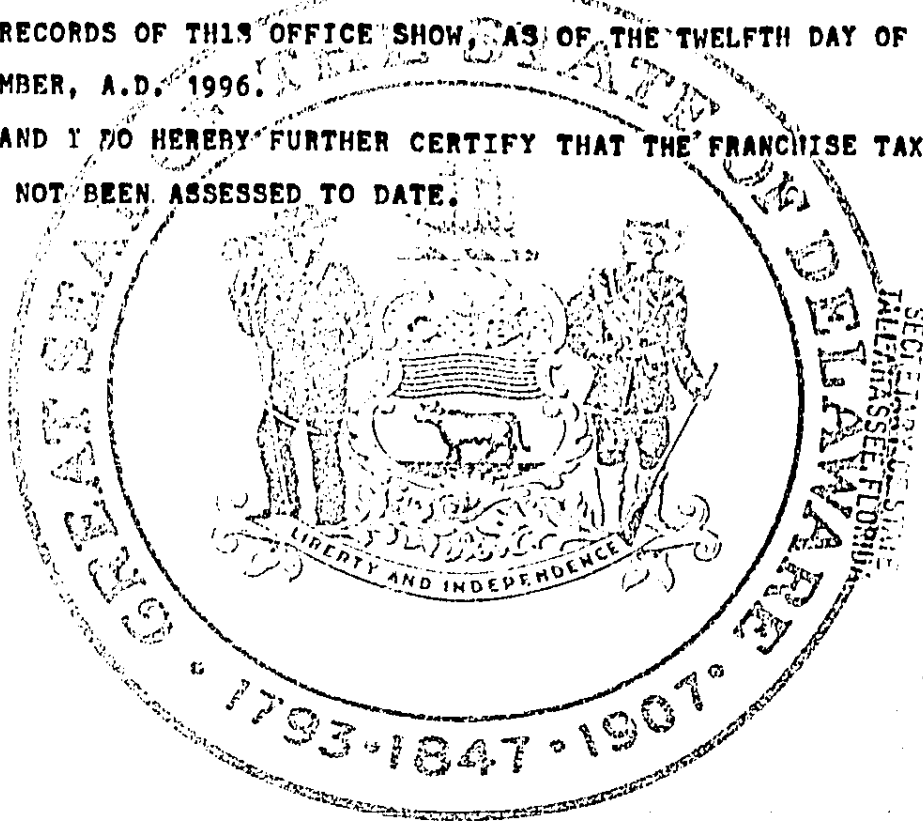
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. THOMAS E. CONLAN, SECRETARY, TREASURER, EXECUTIVE VICE PRESIDENT AND DIRECTOR
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMART CHOICE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED

96 DEC 16 PM 2:47



Edward J. Freel

Edward J. Freel, Secretary of State

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8235739

AUTHENTICATION:

DATE:

12-12-96