

F97000004571

Document Number Only

CT Corporation System
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Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-01/05/99--01001--004
*****35.00 *****35.00

CORPORATION(S) NAME

Champion Acceptance Corporation

Changing to: Ugly Duckling Credit Corporation

| | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment <i>N/C</i> | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater *[Signature]*
Verifier *[Signature]*
Acknowledgement *[Signature]*
W.P. Verifier *[Signature]*

01/04/99

NOTIFICATION OF CORPORAION

99 JAN -4 PM 2:44

17 JAN 1999

FILED
99 JAN -4 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
99 JAN -4 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Champion Acceptance Corporation
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Arizona

3. Date authorized to do business in Florida: August 29, 1997

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

October 28, 1998

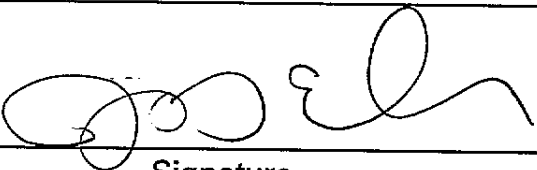
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Ugly Duckling Credit Corporation

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature
Name and Title

Jon D. Ehlinger, Secretary

December 15, 1998
Date

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that the records in this office show CHAMPION ACCEPTANCE CORPORATION was incorporated on the 16th day of August 1989.

I further certify that CHAMPION ACCEPTANCE CORPORATION changed the name of their corporation to UGLY DUCKLING CREDIT CORPORATION on the 28th day of October 1998, as provided by law.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official
seal of the Arizona Corporation
Commission. Done at Phoenix, the
Capital, this
28th day December

19 98, A.D.



Jack Rose
EXECUTIVE SECRETARY

BY *Shammy*