

F98000006619

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 1ST South East Acceptance Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas G. Parker

(Name of Person)

1ST South East Acceptance Corporation

(Firm/Company)

1032 Boll Weevil Circle, Suites F&G

(Address)

Enterprise, Alabama 36330

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Thomas G. Parker
(Name of Person)

at (334) 393-0511

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

W98-25545

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 12, 1998

THOMAS G. PARKER
1ST SOUTH EAST ACCEPTANCE CORPORATION
1032 BOLL WEEVIL CIRCLE SUITES F & G
ENTERPRISE, AL 36330

SUBJECT: 1ST SOUTH EAST ACCEPTANCE CORPORATION
Ref. Number: W98000025545

We have received your document for 1ST SOUTH EAST ACCEPTANCE CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office 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 note that we are returning the attachments you submitted, as they are not the same as the certificate we require.

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 (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 998A00054711

Will wait

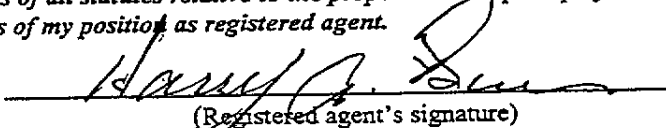
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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.*

1. 1ST South East Acceptance Corporation
(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. Alabama/USA
(State or country under the law of which it is incorporated)
3. 63-1210535
(FEI number, if applicable)
4. 10/09/98
(Date of incorporation)
5. N/A
(Duration: Year corp. will cease to exist or "perpetual")
6. November 15, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6900 Silver Star Road, Suite 118
Orlando, Florida 32818
(Current mailing address)
8. Sub-Prime Automobile Finance Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Thomas G. Parker
Office Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, AL 36330, Florida, _____
(Zip code)

10. 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)

Harry A. Burn

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Thomas G. Parker

Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

Vice Chairman: Kenneth L. Stucky

Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

Director: John B. Parker

Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

Director: Billy J. Post

Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Thomas G. Parker

Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

Vice President: Kenneth L. Stucky

Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

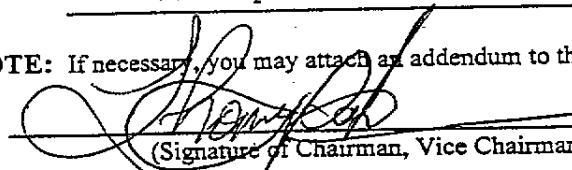
Secretary: Kenneth L. Stucky

Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

Treasurer: Billy J. Post

Address: 1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

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

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

14. Thomas G. Parker / Chairman

(Typed or printed name and capacity of person signing application)

12. A. Director

Harry A. Burn
1032 Boll Weevil Circle, Suites F&G
Enterprise, Alabama 36330

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that 1st South East Acceptance Corporation incorporated in Coffee County, Enterprise, Alabama on October 9, 1998. I further certify that the records do not disclose that said 1st South East Acceptance Corporation has been dissolved.

FILED

98 DEC -7 AM 9:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 2, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State