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March 2, 2000

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

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-03/06/00--01136-012-
****160.00 ****160.00

Re: Byer Funding, LLC

Dear Division of Corporations:

Enclosed is a signed original and one copy of the Articles of Organization for Byer Funding, LLC, and our check for \$160.00 for the filing fee, the registered agent fee, a certified copy, and a Certificate of Good Standing.

Yours very truly,



Jesse C. Jones
Florida Bar number 238287

FILED
00 MAR -6 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Articles Of Organization

Byer Funding, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be Byer Funding, LLC ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the company shall be 2215 N. W. 36th Street, Miami, Florida 33142.

ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved as provided in these articles of organization.

ARTICLE IV: PURPOSES

The nature of the business of the Limited Liability Company and the objects or purposes to be transacted, promoted or carried on by It are to engage solely in the following activities:

(a) to execute and deliver (i) one or more purchase and sale agreement(s) (the "Purchase Agreements") pursuant to which certain motor vehicle retail financing agreements, furniture financing agreements, credit card receivables, motor vehicle parts and motor vehicle and equipment leasing agreements (the "Receivables"), the security interest in such motor vehicles, motor vehicle parts, credit card accounts, furniture and equipment financed thereby ("Financed Goods"), and certain related rights will be purchased and sold (collectively, "Conveyed Property"), (ii) a Master Loan and Security Agreement (the "Loan Agreement") pursuant to which the Conveyed Property will be pledged to the holder of certain notes (the "Notes") made pursuant to the Loan Agreement, (iii) a servicing Agreement(s) (the "Servicing Agreement(s)") pursuant to which the Receivables will be serviced and (iv) such other documents as are necessary or advisable for the Company to undertake all rights, duties and obligations contained in the Purchase Agreements, the Loan Agreement and the Servicing Agreements (collectively referred to herein as the "Agreements")

(b) to perform the functions and obligations pursuant to the Agreements and foregoing documents necessary or desirable to effectuate the foregoing, and to perform such other obligations contemplated by the Agreements, including without limitation, the purchase or issuance of other debt and equity instruments which do not violate the terms of the Loan Agreement; and

(c) any lawful act or activity for which the limited liability companies may be organized under the limited liability company law of the State of Florida, for so long as the same are necessary, appropriate or suitable to accomplish the objects or purposes specified in subparagraphs (a) and (b) above.

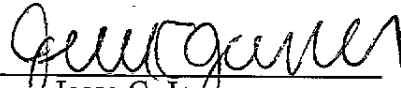
ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Jesse C. Jones, Davis & Jones, P.A., 1500 San Remo Avenue, Suite 225, Coral Gables, FL 33146.

FILED
FEBRUARY 6 AM 10:40
TALLAHASSEE, FLORIDA

Articles of Organization
Byer Funding, LLC

The undersigned, being the person named in the articles of organization of Byer Funding, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Jesse C. Jones

ARTICLE V – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

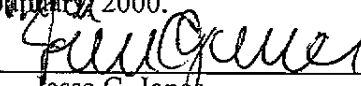
ARTICLE VI – TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII – MANAGEMENT

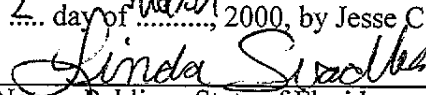
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The initial manager is Tim Gamwell.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Coral Gables, Florida, on this 2 day of March, 2000.


Jesse C. Jones

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me this 2 day of March, 2000, by Jesse C. Jones


Notary Public -- State of Florida

Linda Svadbit
Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known . OR Produced Identification

Type of Identification Produced

