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03 DEC 18 AM 8:08

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*American Auto Finance LLC
7800 Belfort Parkway Suite 165
Jacksonville, FL 32256*

December 16, 2003

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

RE: American Auto Finance LLC

Gentlemen:

Enclosed herewith is a check in the amount of \$125.00 and an original and one copy of the Articles of Organization of American Auto Finance LLC and the Acceptance of Registered Agent.

I would appreciate your acknowledgement of this filing at your earliest convenience in the enclosed envelope.

Sincerely,



Edward W. Buttner IV

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION OF
AMERICAN AUTO FINANCE LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I – Name

The name of the Limited Liability Company is American Auto Finance LLC.

ARTICLE II – Address and Registered Agent

The mailing address and street address of the principal office of the Limited Liability Company is 4819 San Juan Avenue, Jacksonville, Florida 32210 The name and address of the initial registered agent is George E. Owen, Jr., 144 First Avenue South, Suite 500, St. Petersburg, Florida 33701.

ARTICLE III – Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV – Management

The Limited Liability Company is to be managed by the managing member and the name and address of the managing member is: Universal Motor Credit LLC, 7800 Belfort Parkway, Suite 170, Jacksonville, FL 32256. The names and addresses of the members are Universal Motor Credit LLC, 7800 Belfort Parkway Suite 170, Jacksonville, Florida 32256.

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ARTICLE V – Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations of the LLC.

ARTICLE VI – Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company shall be as set forth in the Regulations.

IN WITNES WEREOF, We have signed these Articles of Organization and acknowledged them to be our act as of the 9th day of December, 2003.

UNIVERSAL MOTOR CREDIT LLC

By: Ed W. Buttner IV
Print Name: Edward W. Buttner IV
Its: Managing Member

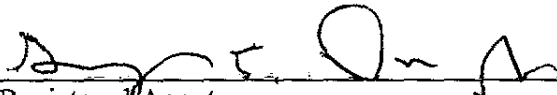
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of AMERICAN AUTO FINANCE LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608-415 and is herewith simultaneously designated as registered agent.


Signed this 9th day of December, 2003


Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of December, 2003 by George E. Owen, Jr. as Registered Agent for American Auto Finance LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.


Notary Public

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 2003
CC878844

STATE OF FLORIDA
TALLAHASSEE

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