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Division of Corporations

REDGRAVE OLIVER

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MERGER OR SHARE EXCHANGE

SOUTHERN AUTO FINANCE COMPANY

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REDGRAVE & OLIVER

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FAX AUDIT NO. H)04000157417 3

**ARTICLES OF MERGER
SAFCO, LLC
with and into
Southern Auto Finance Company**

U03-21728
U75314

The following Plan of Merger was adopted and approved on July 27, 2004, by the sole member and Manager of SAFCO, LLC, a Florida limited liability company ("LLC") in accordance with section 608.4381, Florida Statutes, and by the directors of Southern Auto Finance Company, a Florida corporation ("SAFCo") in accordance with section 607.1103, Florida Statutes, providing for the merger of LLC with and into SAFCo. No shareholder approval by SAFCo was required. The merger shall be effective as of filing with the Secretary of State of Florida.

PLAN OF MERGER

1. SAFCO, LLC, a Florida limited liability company ("LLC") shall be merged with and into Southern Auto Finance Company, a Florida corporation ("SAFCo") pursuant to the laws of the State of Florida. SAFCo shall be the surviving corporation. The merger shall be effective upon the filing of Articles of Merger with the State of Florida. The separate existence of LLC shall cease upon the effective date of the merger.
2. The Articles of Incorporation of SAFCo, as presently existing, shall remain the Articles of Incorporation of the surviving corporation.
3. Since the sole member of LLC is also the sole shareholder of SAFCo, upon the effective date of the merger the interest of the sole member in the LLC shall be merged into his interest in his outstanding shares of SAFCo, and no additional shares of SAFCo shall be issued as a result of the merger.

In Witness Whereof, these Articles of Merger have been duly executed on August 9 2004, by the Manager of LLC and the President of SAFCo.

SAFCO, LLC

By: _____

George Fussell, Manager

SOUTHERN AUTO FINANCE COMPANY

By: _____

George Fussell, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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