

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN**SOUTHERN AUTO FINANCE COMPANY**

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DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

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FAX AUDIT NO. H07000088511 3

**ARTICLES OF RESTATEMENT
OF
SOUTHERN AUTO FINANCE COMPANY**

1. The name of the Corporation is Southern Auto Finance Company (the "Corporation").

2. The Corporation's Articles of Incorporation are hereby amended and restated to read as set forth in the attached Amended and Restated Articles of Incorporation.

3. The Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval. The amendments were adopted by the holders of Common Stock on April 4, 2007. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment on April 4, 2007.



George Fussell, President

FAX AUDIT NO. H07000088511 3

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHERN AUTO FINANCE COMPANY
A FLORIDA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amended and Restated Articles of Incorporation of Southern Auto Finance Company, a Florida corporation (the "Company") were duly adopted by the shareholders of the Company effective as of April 4, 2007:

ARTICLE I NAME

The name of the Company is SOUTHERN AUTO FINANCE COMPANY

ARTICLE II BOARD OF DIRECTORS

The affairs of the Company shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Company. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE III CAPITAL STOCK

The Company is authorized to issue 200,000 shares of \$.001 par value Class A Common Stock and 20,000 shares of \$.001 par value Class B Common Stock.

Holders of outstanding shares of each of Class A Common Stock and Class B Common Stock shall be entitled to one (1) vote per share of outstanding Class A Common Stock or Class B Common Stock held by them of record on the books of the Company for the election of directors and on all matters submitted to a vote of stockholders of the Company. Notwithstanding the foregoing, if the total number of votes entitled to be cast by holders of outstanding shares of Class B Common Stock (the "Class B Vote") would exceed 9.9% of the total number of votes entitled to be cast by holders of Class A Common Stock and holders of Class B Common Stock combined, then the Class B Vote per share of Class B Common Stock shall automatically, without any further action on the part of the holders of such shares or the Company, be reduced to a number such that the Class B Vote equals 9.9% of the total number of votes entitled to be cast by holders of Class A Common Stock and holders of Class B Common Stock combined.

FAX AUDIT NO. H07000088511 3

FAX AUDIT NO. H07000088511 3

Except as to the variation in voting rights, as set forth above, all rights and preferences of the Class A Common Stock and the Class B Common Stock shall be identical.

Each share of capital stock of the Company outstanding as of the effective date of these Amended and Restated Articles of Incorporation of the Company is hereby automatically converted into one share of Common Stock, without any further action required on the part of the holders of such shares or the Company.

The foregoing Amended and Restated Articles of Incorporation of Southern Auto Finance Company are effective as of April 4, 2007.

FAX AUDIT NO. H07000088511 3