

PO00000052813

SEC STATE OF FLORIDA

DIV OF CORPORATIONS

CORP RECORDS

P.O. BOX 6327

TALLAHASSEE FLA 32314

700003262697--3

-05/23/00--01009--007

*****84.00 *****84.00

I AM ENCLOSING ORIGINAL AND COPY OF
ARTICLES TOGETHER MY CHECKS TO COVER CHARGES
PLEASE FILE AND RETURN A CERTIFICATE AND
A CERTIFIED COPY

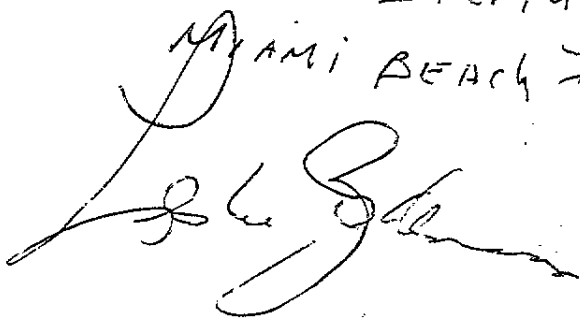
THANK YOU

#340

LESLIE ZACHARIAS

4045 SHERIDAN

MIAMI BEACH FL 33140



FILED
2000 MAY 22 AM 8 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Correction notice sent
for Article 1

AR 6/1

FILED

2000 MAY 22 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Second Chance Leasing, Inc.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of an act of the Legislature of the State of Florida, do hereby subscribe to these Articles of Incorporation.

1.

The name and address of the corporation is:
Second Chance Leasing Inc.
4045 SHERRIDAN AVE
MIAMI BEACH, FLA 33140

2.

The duration of the corporation shall be perpetual.

3.

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida business Corporation Act.

Prepared by:

LESLIE I. ZACHARIN
4045 SHERRIDAN AVE
MIAMI BEACH, FLA 33140
(305) 861-5622
305 673 1255 1

4.

The aggregate number of shares which the corporation shall have the authority to issue shall be:

(a) 100 shares of common voting stock, at a par value of \$ 5.00.

5.

The Registered Agent and his address is as follows:

LESLIE J. ZACHARIA
4045 SHERIDAN AVE
MIAMI BEACH, FLA 33140

6.

The Board of Directors shall consist of one or more individuals, with the number specified in, or fixed in accordance with its By-Laws. The number of Directors may be increased or decreased, from time to time, by amendment to, or in the manner provided, in the By-Laws.

7.

The names and post office addresses of the original subscribers to these

Articles are:

LESLIE J. ZACHARIA
4045 SHERIDAN AVE
MIAMI BEACH, FLA 33140

7 (a).

The names of the initial officers and directors are:

LESLIE J. ZACHARIA

8.

This corporation shall have the initial officers herein listed and may have any other officers so described in its By-Laws, who will be appointed by the existing officers or the Board of Directors.

Each officer has the authority and shall perform the duties set forth in the By-Laws or, to the extent consistent with the By-Laws, the duties prescribed by the Board of Directors or by the direction of any officer authorized by the By-Laws or the Board of Directors to prescribe the duties of the officers.

9.

This Corporation may in its By-Laws confer powers upon its Directors, in addition to any other powers and authorities conferred upon them by Statutes.

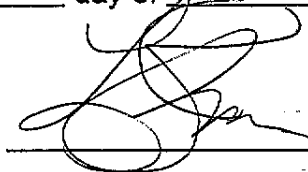
10.

Both Stockholders and Directors of this Corporation shall have the power to hold their meetings, and to have one or more offices, within or without the State of Florida.

11.

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by Florida Statutes and all rights conferred upon the Stockholders herein are granted subject to this reservation.

I, the undersigned being all of the undersigned subscribers to the capital stock, as recited herein, do make, subscribe and acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly, have heretofore set my hand and seal, this 24 day of AUGUST, 1999.


_____(Seal)

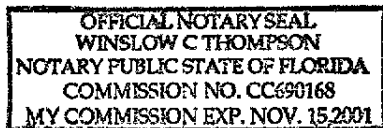
STATE OF FLORIDA)
) SS:
COUNTY OF Dade)

I HEREBY CERTIFY that on this 24th day of August, 1999, before me personally appeared Leslie J. Jackson, to me well known to be the subscriber described herein, and who signed the foregoing Certificate of Incorporation and who acknowledged before me that he signed, sealed and delivered same for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at Dade County, State of Florida, the day and year first above written.

 Personally known to me, or

 Produced Identification: Z 260 520 39 2010



[Signature]
NOTARY PUBLIC, State of Florida at
Large

WINSLOW Thompson
Printed Name of Notary

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in
compliance with said Act:

FIRST--That SECOND CHANCE FINANCIAL, INC., desiring to organize
under the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at the City of MIAMI BEACH, County of Dade,
State of Florida, has named LESTER I. ZACHARIA, located at
4045 SHERIDAN AVE MIAMI BEACH, County of Dade, State of
Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.

By: _____

(Registered Agent)

FILED
2000 MAY 22 AM 8 49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA