P0000005882

Thursday, May 25, 2000 10420 West Atlantic Boulevard Coral Springs, FL 33061

Florida Department of State Division of Corporations New Filings Section 409 East Gaines Street Tallahassee, FL 32399

Telephone: 850-487-6052

000003273140---8 -06/01/00--01030--007 ****122.50 *****78.75

Enclosed are two (2) original signature documents for filing US AUTO FINANCE OF FLORIDA, INC.

Enclosed you will also find our filing fee check for the amount of One Hundred Twenty-two Dollars and Fifty Cents (\$122.50).

If we have made an error or if you have a question you may contact me at the 954-752-0015 or by fax at 954-752-6276.

Your assistance is greatly appreciated.

Sincerely,

FERNANDO SAMA Incorporator

FILE USAF\:INCLTR.QW

W14716



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 12, 2000

FERNANDO SAMA 10420 WEST ATLANTIC BLVD. CORAL SPRINGS, FL 33061

SUBJECT: US AUTO FINANCE OF FLORIDA, INC.

Ref. Number: W00000014776

We have received your document for US AUTO FINANCE OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum Document Specialist

Letter Number: 300A00033349

ARTICLES OF INCORPORATION OF SOUTH US AUTO FINANCE OF FLORIDA, INC.

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE | NAME

US AUTO FINANCE OF FLORIDA INC.

ARTICLE !! PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 10420 ATLANTIC BOULEVARD CORAL SPRINGS, FLORIDA 33071

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is ONE (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

FERNANDO G. SAMA 2613 OAK BROOK DRIVE FORT LAUDERDALE, FLORIDA 33332

ARTICLE V INCORPORATOR(S)

The names and street addresses of the incorporators to these Articles of Incorporation are:

FERNANDO G. SAMA 2613 OAK BROOK DRIVE FORT LAUDERDALE, FLORIDA 33332

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

FERNANDO G. SAMA 10420 WEST ATLANTIC BOULEVARD CORAL SPRINGS, FLORIDA 33071

The undersigned has executed these Articles of Incorporation this date: MAY 25, 2000

FERNANDO G. SAMA, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

US AUTO FINANCE OF FLORIDA INC

2. The name and address of the registered agent and office is:

FERNANDO G. SAMA 10420 WEST ATLANTIC BOULEVARD CORAL SPRINGS, FLORIDA 33071

SIGNATURE:__

TITLE:

PRESIDENT

DATE:

MAY 25, 2000

Having been named Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent

May 25, 2000

Date

FERNANDO G. SAMA 10420 WEST ATLANTIC BOULEVARD CORAL SPRINGS, FLORIDA 33071