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Fred Robles Accounting & Tax Services

589 Wechsler Cr
Orlando, FL 32824

July 31, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

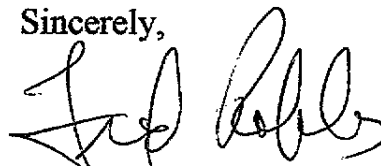
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*****122.50 *****78.75

Dear Sirs:

Enclosed please find our check # 8116 in the amount of \$122.50 to cover the application of **Mid Florida Auto Finance, Inc.**

If you have any question please do not hesitate to contact me at (407) 859-8351.

Sincerely,



Fred Robles
Accountant

SEDO
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MID FLORIDA AUTO FINANCE INC.**

WE, the undersigned subscribes of these Articles of Incorporation, both natural persons, competent to contract and desiring to form a Company under the Laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed company is **Mid Florida Auto Finance Inc.**

ARTICLE II

The Company may engage in activity or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock which the company is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this company will begin business shall not be less than \$500.00.

ARTICLE V

This company shall have perpetual existence beginning on date of Incorporation.

ARTICLE VI

The principal office of this Company shall be located at:

**2930 S. Semoran Blvd Apt 405
Orlando, Florida 32822**

Or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII

The name and address of the initial registered agent of this Company is:

**Wilfredo Robles
589 Wechsler Circle
Orlando, FL 32824**

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TALLAHASSEE, FLORIDA

ARTICLE VIII

This Company shall have one- (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than two (2). The name and addressee of the initial directors of the Company are:

Wilfredo Robles
589 Wechsler Circle
Orlando, FL 32824

Edwin Velez Linares
417 Lee Road 232
Phoenix City, AL 36870

Said Directors are of legal age.

ARTICLE IX

The name and street addresses of the subscriber of these Articles of Incorporation:

Wilfredo Robles
589 Wechsler Circle
Orlando, FL 32824

ARTICLE X

The by-laws of this Company may be created, amended or changed by either the stockholders or the Director (s) at any regular or duly scheduled special meeting.

ARTICLE XI

The Company shall have, in addition to a President and Vice President such other additional officers as may be created from time to time by, and the authorization of, its by-laws.

ARTICLE XII

All officers, agents and directors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

ARTICLE XIII

Every person who is or hereafter shall become a director of this Company, shall be indemnified by the Company against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from, any action suite or proceeding, or whatever nature, to which he is or shall be made a part by reason of his being or having been a director of this Company (whether or not he is made a party to such cost or expenses in incurred by or imposed upon him).

However, an exception is made to above in relation to matters as to which he shall be finally adjudge in such action, suit or proceeding to have derelict in the performance of the duties imposed in him as such director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of Law.

ARTICLE XIV

The Company reserves the rights to amend or repeal any of the provisions contained in these Articles of Incorporation or any of the amendments to them and any right conferred upon the shareholders is subject to these reservations.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

Mid Florida Auto Finance, 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 Orlando, County of Orange State of Florida has name **Wilfredo Robles** as its agent to accept services of process within this State.

ACKNOWLEDGEMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated Company, at place designated on 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.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these **ARTICLES OF INCORPORATION** this 31 day of July 2000.



Wilfredo Robles

Incorporator and Registered Agent

STATE OF FLORIDA:

:SS

COUNTY OF ORANGE *Osceola*

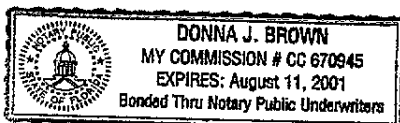
I HEREBY CERTIFY that **Wilfredo Robles** appeared before me authorized officer (s) duly commissioned to administer oaths and take acknowledgements: to me well known, and known to me to be person who executed the foregoing **ARTICLES OF INCORPORATION**, and acknowledge that they signed and executed same for the uses and purposes herein stated.

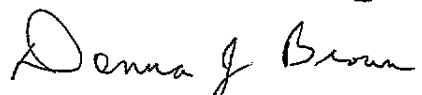
IN WITNESS HEREOF, I have hereunto set my hand and official seal at Orange County, the day and year above written.

August 1, 2000

NOTARY PUBLIC

MY COMMISSION EXPIRES:





Donna J Brown

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TALLAHASSEE, FLORIDA