

TRANSMITTAL LETTER

**70000081651**

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

700003371677--3  
-08/24/00--01053--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: USA Auto Finance Corporation  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Craig O'Neal  
Name (Printed or typed)

172 Crossroad Lakes Dr.  
Address

Ponte Vedra Fl 32082  
City, State & Zip

904-910-9947  
Daytime Telephone number

00 AUG 24 PM 12:55  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. Burch AUG 29 2000

**ARTICLES OF INCORPORATION  
OF  
USA AUTO FINANCE CORPORATION**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation;

**ARTICLE I**

Name and Principal Office

Section 1.1. Name. The name of the corporation is USA Auto Finance Corporation.

Section 1.2. Principal Office. The street address and mailing address of the principal office of the corporation is 8218 Beach Boulevard, Jacksonville, Florida 32216

**ARTICLE II**

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

Purposes

Section 3.1. Purposes. This corporation organized for the purpose of transaction any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of one dollar (\$1.00) per share.

Section 4.1. Restrictions on Transfer of Stock. The Shareholders may, by bylaw provision or by shareholders agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 AUG 24 PM 12:55

FILED

## **ARTICLE V**

### **Initial Registered Office: Resident Agent**

Section 5.1. Office Address. The street address and the mailing address of the initial registered office of this corporation is 8218 Beach Boulevard, Jacksonville, Florida 32216.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1. is Craig B. O'Neal.

## **ARTICLE VI**

### **Directors**

Section 6.1. Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and mailing address of the members of the first board of directors on the corporation is:

Mr. Mohamed Said-ahmed, 8218 Beach Boulevard, Jacksonville, Florida 32216.  
Mr. Craig O'Neal, 172 Crossroad Lakes, Ponte Vedra Beach, Florida 32082.

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Sections 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VII**

### **Bylaws**

Section 7.1. Bylaws. The directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provided that such bylaws is not subject to amendment or repeal by the directors.

## **ARTICLE VIII**

### **Incorporator**


Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Mr. Craig B. O'Neal, 172 Crossroad Lakes, Ponte Vedra Beach, Florida 32082

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND RESIDENT AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes 48.091 and 607.0501, the following is submitted:


USA Auto Finance Corporation, desiring to organize or qualify under the laws of the State of Florida, hereby designates Craig B. O'Neal as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 172 Crossroad Lakes, Ponte Vedra Beach, Florida 32082

USA AUTO FINANCE CORPORATION

By   
Craig B. O'Neal, Incorporator

Date: 8-17-00

Having been named to accept service of acceptance for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes 607.0505 and others relative to the proper and complete performance of my duties.

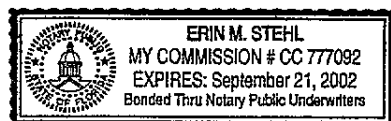
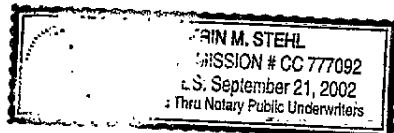
By   
Craig B. O'Neal

Date: 8-17-00

STATE OF FLORIDA)  
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state, aforesaid to take acknowledgment, personally appeared Craig B. O'Neal (known to me                     ), or ID #                      and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

QWITNESS my hand and official seal this 17 day of August, 2000



  
NOTARY PUBLIC, State of Florida

Print name:

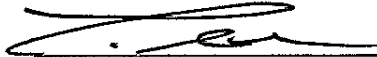
My Commission Expires:

**ARTICLE IX**

**Amendment**

Section 9.1. Amendment. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, The incorporator has executed these Articles this  
17 day of August, 2000

  
\_\_\_\_\_  
Craig B. O'Neal