CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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2popka acceptance Corp.	
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Signature Requested by:	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Owner Search Vehicle Search Driving Record UCC 1 or 3 File UCC 11 Search
Name 9/15/00 10:25 Name Date Time	UCC 11 Search UCC 11 Retrieval
Walk-In Will Pick Up	Courier

ARTICLES OF INCORPORATION

OF

APOPKA ACCEPTANCE CORP.

ARTICLE I

The name of this Corporation is APOPKA ACCEPTANCE CORP.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 7,500 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 900-A South Orange Blossom Trail, Apopka, Florida 32703. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Ronald A. Harbert.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director is:

Name

Address

Gaylon D. Black

138 Spring Valley Loop Altamonte Springs, Florida 32714

ARTICLE VI

The name and address of the incorporator is Ronald A. Harbert, 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: 14, 2000.

Ronald A. Harbert

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was a Ronald A. Harbert. RONALD A. H	ARBERT is personally known to me or has produced (type of identification) as identification.
	Josephine A. DETTMORE (Print Name)
(AFFIX NOTARY SEAL)	Notary Public - State of Florida
	My Commission Expires:
	IOSEPHINE A. DETTMORE Notary Public, State of Florida

ly Commission Expires Nov. 8, 2002 Comm. No. CC782288

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

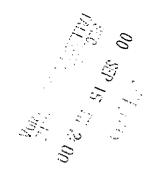
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That APOPKA ACCEPTANCE CORP. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 900-A South Orange Blossom Trail, Apopka, Florida 32703, Orange County, State of Florida, has named Ronald A. Harbert as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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

Ronald A. Harbert (Registered Agent)



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