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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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Account Neme : ATLAS PEARLMAN, P.A. Account Number : 076247002423 Phone : (954)763-1200 Fax Number : (954)766-7800

FLORIDA PROFIT CORPORATION OR P.A.

CARBANK FINANCE CORP.

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 28, 2000

ATLAS PEARLMAN

SUBJECT: AUTOFUND, INC. REF: W00000027779

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

THE CONFLICT IS AUTOFUND, INC. DOC #838254.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight Document Specialist FAX Aud. #: H00000061486 Letter Number: 000A00059978

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

<u>OF</u>

AUTOFUND FINANCIAL CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I CORPORATE NAME

The name of this Corporation shall be: AUTOFUND FINANCIAL CORP.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 9351 Sea Turtle

Manor, Fort Lauderdale, Florida 33311.

ARTICLE III NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to

engage in any and all lawful business permitted under the laws of the United States and

the State of Florida.

James M. Schneider, Esq., FL Bar No. 214338 Atias Pearlman, P.A. 350 East Las Olas Boulevard, Suite 1700 Fort Lauderdale, Florida 33301 Phone No. (954) 763-1200

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ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value

\$.01 per share.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN ELORIDA

The Registered Agent and the street address of the initial Registered Office of this

Corporation in the State of Florida shall be:

Edward Simms 9351 Sea Turtle Manor Plantation, FL 33324

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII INITIAL DIRECTOR

The name and address of the initial Director of this Corporation are:

Edward Simms 9351 Sea Turtle Manor Plantation, FL 33324

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The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Edward Simms, 9351 Sea Turtle Manor, Plantation, FL 33324.

ARTICLE X INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing

Articles of Incorporation on the 28th day of November, 2000.

Edward Simms, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE FOR SERVICE OF PROCESS

AUTOFUND FINANCIAL CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 9351 Sea Turtle Manor, Plantation, FL 33324 has named Edward Simms whose address is 9351 Sea Turtle Manor, Plantation, FL 33324 as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

- MEL

ward Simms

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