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TERRY L. CARBONELL, Attorney at Law

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01 MAY 24 AM 9:28

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 23, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200004316032--2
-05/24/01-01103-002
*****70.00 *****70.00

Re: Auto Refinance of America, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation and Designation of Registered Agent for the above corporation together with the filing fees of \$70.00. Please process and federal express back to my office at your earliest convenience. Thank you for your assistance in this matter.

Sincerely yours,

Terry L Carbonell

TERRY L. CARBONELL
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
of
AUTO REFINANCE OF AMERICA, INC.**

The undersigned hereby petitions for the formation of a corporation under the Laws of the State of Florida, with and under the following charter:

ARTICLE I

The name of the corporation shall be **AUTO REFINANCE OF AMERICA, INC.**

ARTICLE II

The purpose of this corporation is the operation of a motor vehicle financing service and any other lawful purpose permitted under the Laws of the State of Florida.

ARTICLE III

The authorized capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On the dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution ratable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The business and property of the corporation shall be managed by a Board of Directors consisting of one or more members as may be provided by the By-Laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation who, subject to the provisions of these

Articles, the By-Laws of this corporation ands the Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

JOSEPH ALIBRO	President Treasurer Director	1924 Piccadilly Circle Cape Coral, FL 33991
JOHN CIOFFI	Vice President Secretary Director	3258 Fowler Street Fort Myers, FL 33901

ARTICLE VII

The Registered Agent for the purposes of complying with Florida law shall be JOSEPH ALIBRO, 3270-7 Fowler Street, Fort Myers, Lee County, FL 33901.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors shall be 3270-7 Fowler Street, Fort Myers, Lee County, FL 33901, and branch offices may be maintained at such places in the State of Florida, and the United States of America and foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this corporation.

ARTICLE IX


The names and post office addresses of the subscribers of these Articles of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said subscriber of these Articles of Incorporation are as follows:

JOSEPH ALIBRO	1924 Piccadilly Circle Cape Coral, FL 33991	1000 shares
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ARTICLE X

The regulations and conduct of the affairs of this corporation, the issuance of capital stock of this corporation, the voting rights of the holders of the shares of capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals in the City of Fort Myers, County of Lee, State of Florida this 23rd day of May, 2001.

 (SEAL)
JOSEPH ALIBRO

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, JOSEPH ALIBRO, ID used: _____
Driver's Licence to me well known and known by me to be the person who executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me this 23 day of May, 2001.


NOTARY PUBLIC, State of Florida

My Commission Expires:



Laurie Rice
Commission # 00823996
Expires Apr. 4, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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

In the pursuit of Chapter 48.901, Florida Statutes, the following
is submitted in compliance with said act:

FIRST: **That AUTO REFINANCE OF AMERICA, INC.** desiring to
organize under the Laws of the State of Florida with its principle office
as indicated in the Articles of Incorporation at 3258 Fowler Street,
Fort Myers, County of Lee State of Florida has named JOSEPH
ALIBRO, 3270-7 Fowler Street, Fort Myers, FL 33901 as its agent to
accept service of process within the State.

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



JOSEPH ALIBRO - Registered Agent

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