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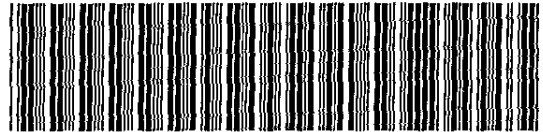
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SEC. OF STATE
TALLAHASSEE, FLORIDA

(31) 16

The Law Office of

STEVE PATRINOSTRO, P.A.

Post Office Box 2804 / 2011A South Florida Ave.
Lakeland, Florida 33806-2804

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Telephone: 863.802.8247

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November 25, 2002

Via Regular U.S. Mail

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Articles Of Incorporation

To Whom It May Concern:

Enclosed for filing please find the original and one copy of the proposed **Articles of Incorporation Of Pioneer Financial Corporation**. Please approve and file the original and certify the copy.

Also enclosed is my client's check, payable to the Florida Department of State, for the following charges:

Corporation Filing Fee:	\$ 35.00
Designation of Registered Agent:	\$ 35.00
Certified Copies (1):	\$ 8.75
TOTAL:	\$ 78.75

If you have any questions, please do not hesitate to contact me.

Yours very truly,


Stephen C. Patrinostro

SCP/

Enclosures: Articles of Incorporation
Client's Check

cc: Mr. John Milano

**ARTICLES OF INCORPORATION
OF
PIONEER FINANCIAL CORPORATION**

FILED
02 DEC -2 PM 4: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person hereby adopts the following Articles of Incorporation for the purpose of forming a corporation in accordance with the Florida Business Corporation Act.

ARTICLE I - NAME & LOCATION

The name of the corporation is **Pioneer Financial Corporation**; its principal place of business is **3411B Recker Highway, Winter Haven, Florida 33880** and the mailing address is **684 Old Berkley Road, Auburndale, Florida 33823**.

ARTICLE II - COMMENCEMENT & TERM

The existence of the corporation will commence on the date of filing of these Articles of Incorporation. The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to provide Automobile Wholesale and Resale to the commercial and private sectors.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue is 100 shares. Such shares will be a single class of common stock, and will have a par value of \$5.00 per share.

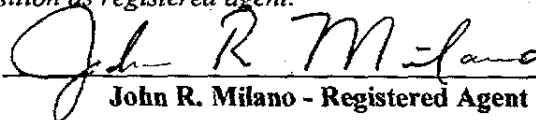
ARTICLE V - CAPITAL

The amount of capital with which the corporation will begin is not less than \$500.00.

**ARTICLE VI - REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE**

The initial street address of the Corporation's Registered Office is **684 Old Berkley Road, Auburndale, Florida 33823** and the name of Corporation's initial Registered Agent is **John R. Milano**.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


John R. Milano - Registered Agent

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation rather than a Board of Directors. The number of shareholders may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The name and street addresses of the initial shareholders are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN MILANO	684 Old Berkley Road Auburndale, Florida 33823

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN MILANO	684 Old Berkley Road, Auburndale, Florida 33823

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws is vested in the shareholders.


ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders or on an affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. Upon dissolution, the corporate property and assets will, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by that shareholder.

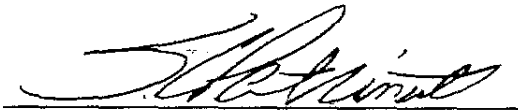
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 11-25 day of November, 2002.


John Milano

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this 25th day of November, 2002 by John Milano, who is personally known to me ☒ or who has produced: _____ as identification.

NOTARY PUBLIC - STATE OF FLORIDA
STEPHEN C. PATRINOSTRO
COMMISSION # CC827647
EXPIRES 4/13/2003
BONDED THRU ASA 1-888-NOTARY1


Notary Public