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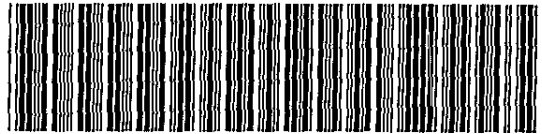
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FILED
03 JUL 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-17-03
28

Alan H. Pinkwasser

ATTORNEY AT LAW
8231 Muirhead Circle
Boynton Beach, Florida 33437
(561) 736-7000

July 14, 2003

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Fords Off Lease, Inc.

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation of the above named Corporation together with check in the sum of \$78.75.

I would appreciate your immediately filing said Corporate Entity and forwarding back certified copy to the undersigned at the above as soon as is possible.

I also enclose herewith the form CR2E031 completely filled out with regard to same.

Thanking you for your immediate attention.

Very truly yours,

Alan Pinkwasser

03 JUL 16 PM 12:00

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fords Off Lease, Inc.

ARTICLE I - Name

The name of this corporation is

Fords Off Lease, Inc.

ARTICLE II- Duration

This corporation shall have perpetual existence.

ARTICLE III-Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7500 shares of Common Stock with \$1.00 par value.

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE V - Preferences, Limitations and Relative Rights of
Shares of Capital Stock

Section 1. Rights upon liquidation or dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Initial Registered Office and Agent

The street address of the corporation office is
306 Mockingbird Lane, Lake Worth, Florida 33462

and the name of the initial registered agent of this corporation is Alan Pinkwasser and his address is 8231 Muirhead Circle, Boynton Beach, Florida

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ARTICLE VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Mark Fischer 306 Mockingbird Lane, Lake Worth, Florida 33462

Eileen Fischer, 306 Mockingbird Lane, Lake Worth, Florida 33462

ARTICLE IX - Incorporator

The name and address of the person signing these articles is:

Ethel Pinkwasser, 8231 Muirhead Circle, Boynton Beach, Florida 33437

ARTICLE X - Conflict of Interest

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other

corporation; any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - Assignment of Subscriptions

The original subscribers to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver their subscriptions to any other person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment; provided, however, that any, but not all, of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

ARTICLE XII - Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV- Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the parties named below have hereby executed
these Articles of Incorporation for the uses and purposes herein stated,
on this 14 day of July, 2003



FILED
03 JUL 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation,
I hereby accept to act in this capacity and agree to comply with the provisions
of Chapter 48.091 of the Florida Statutes.

