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REDGRAVE & OLIVER

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Division of Corporations

Page 1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.

Valu Auto Finance, Inc.

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FAX AUDIT NO. (((H04000093800 3)))

ARTICLES OF INCORPORATION
OF
VALU AUTO FINANCE, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of VALU AUTO FINANCE, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is VALU AUTO FINANCE, INC. and the street address of the initial principal office of the Corporation is 2950 NW 31 Ave., Fort Lauderdale, Florida 33311.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of \$.001 par value Common Stock.

PREPARED BY: Gerald W. Gritter, Esquire
Redgrave & Oliver, LLP
120 East Palmetto Park Road, Suite 450
Boca Raton, Florida 33432
(561) 347-1700
Florida Bar No. 0282170

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432, and the name of the initial Registered Agent of the Corporation at that address is Redgrave & Oliver LLP.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

Address

George Fussell

2950 NW 31 Ave.
Fort Lauderdale, Florida 33311

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Gerald W. Gritter, Esquire, Redgrave & Oliver LLP, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of April, 2004.



GERALD W. GRITTER, Incorporator

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04/29/04 14:21 FAX

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for VALU AUTO FINANCE, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

REDGRAVE & OLIVER LLP,
Initial Registered Agent

Dated: April 29, 2004

By: 

GERALD W. GRITTER

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