

**Electronic Articles of Incorporation
For**

P06000037057
FILED
March 14, 2006
Sec. Of State
jshivers

BMW AUTO FINANCE CORPORATION

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BMW AUTO FINANCE CORPORATION

Article II

The principal place of business address:

10370 SW 37 STREET
MIAMI, FL. US 33165

The mailing address of the corporation is:

10370 SW 37 STREET
MIAMI, FL. US 33165

Article III

The purpose for which this corporation is organized is:

AUTO FINANCIAL SERVICES

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

MAJID A WAYNE
10370 SW 37 STREET
MIAMI, FL. 33165

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MAJID A. WAYNE

Article VI

The name and address of the incorporator is:

BASHIR A. WAYNE
10370 SW 37 STREET

MIAMI, FL 33165

Incorporator Signature: BASHIR A. WAYNE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
BASHIR A WAYNE
10370 SW 37 STREET
MIAMI, FL. 33165 US

Title: VP
MAJID A WAYNE
10370 SW 37 STREET
MIAMI, FL. 33165 US

Article VIII

The effective date for this corporation shall be:

03/14/2006