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2008 OCT 24 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DELOACH & PETERSON, P.A.**

ATTORNEYS AT LAW

J. BOYD DELOACH  
SID C. PETERSON II  
PHILIP B. PETERSON

JAMES R. PROVENCHER  
OF COUNSEL



418 CANAL STREET  
POST OFFICE BOX 428  
NEW SMYRNA BEACH, FL 32170  
(386) 428-2464  
FAX (386) 423-9967

October 21, 2008

**FLORIDA DEPARTMENT OF STATE**

Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

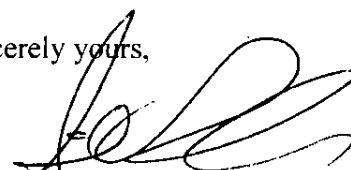
Re: Riverside Auto Financing, Inc.  
Our File No. 08-14279

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,



SID C. PETERSON, JR.

SCP/bg  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**RIVERSIDE AUTO FINANCING, INC.**

**FILED**  
**2008 OCT 24 PM 4:06**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**  
**CORPORATE NAME, PRINCIPAL OFFICE**  
**AND MAILING ADDRESS**

The name of this Corporation shall be: **RIVERSIDE AUTO FINANCING, INC.**, with its principal office located at 726 Dixie Freeway, New Smyrna Beach, Florida 32168 and its corporate mailing address being the same.

**ARTICLE II**  
**NATURE OF BUSINESS AND POWER**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE V**  
**REGISTERED AGENT**  
**AND**  
**INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

**FRANK CARVELLO, SR.**  
726 Dixie Freeway  
New Smyrna Beach, Florida 33168

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VII**  
**INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street addresses are:

|                            |  |
|----------------------------|--|
| <b>FRANK CARVELLO, SR.</b> | 726 Dixie Freeway<br>New Smyrna Beach, Florida 32168 |
|----------------------------|--|

|                            |  |
|----------------------------|--|
| <b>FRANK CARVELLO, JR.</b> | 726 Dixie Freeway<br>New Smyrna Beach, Florida 32168 |
|----------------------------|--|

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII**  
**OFFICERS**

The officers of this Corporation shall be a President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

**ARTICLE IX**  
**INITIAL OFFICERS**

The names of the initial officers of this Corporation and their street addresses are:

|           |  |
|-----------|--|
| President | <b>FRANK CARVELLO, SR.</b><br>726 Dixie Freeway<br>New Smyrna Beach, Florida 32168 |
|-----------|--|

|                     |  |
|---------------------|--|
| Secretary/Treasurer | <b>FRANK CARVELLO, JR.</b><br>726 Dixie Freeway<br>New Smyrna Beach, Florida 32168 |
|---------------------|--|

**ARTICLE X**  
**INCORPORATOR**


The name and address of the person signing these Articles of Incorporation as the Incorporator is:

**FRANK CARVELLO, SR.**  
726 Dixie Freeway  
New Smyrna Beach, Florida 32168

**ARTICLE XI**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporate be made.

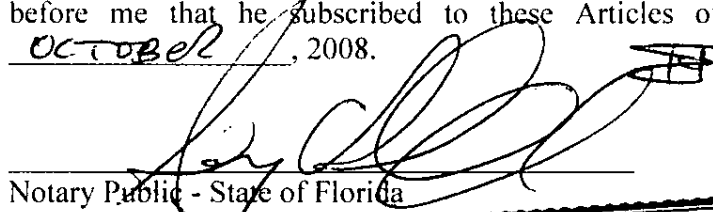
**IN WITNESS WHEREOF**, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 17<sup>th</sup> day of OCTOBER, 2008.

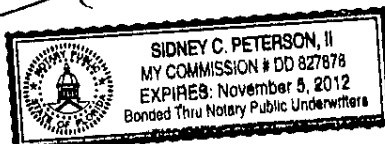
  
\_\_\_\_\_  
**FRANK CARVELLO, SR.**

**STATE OF FLORIDA**

**COUNTY OF VOLUSIA**

**BEFORE ME**, a Notary Public, personally appeared, **FRANK CARVELLO, SR.**, who is personally known to me or who has produced PERSONALLY KNOWN as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 17<sup>th</sup> day of OCTOBER, 2008.

  
\_\_\_\_\_  
Notary Public - State of Florida  
Commission No.:  
My Commission Expires:



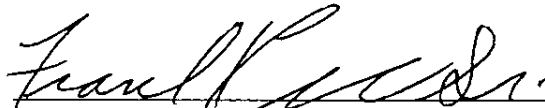
### CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **RIVERSIDE AUTO FINANCING, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named **FRANK CARVELLO, SR.**, of 726 Dixie Freeway, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

### ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

  
\_\_\_\_\_  
**FRANK CARVELLO, SR.**, as Registered Agent

**FILED**  
**2009 OCT 24 PM 4:06**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**