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SHUMAKER LOOP & KENDRICK

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P. 001

Division of Corporations

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CARBIZ AUTO CREDIT IN2, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARBIZ AUTO CREDIT IN2, INC.**

FILED
09 JUN -9 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARBIZ AUTO CREDIT IN2, INC. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation filed on February 6, 2009, and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by written consents of the Corporation's Board of Directors and Shareholders dated June 8, 2009.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles which are as follows:

1. Name. The name of the corporation is **CARBIZ AUTO CREDIT IN2, INC.** (the "Corporation").

2. Corporate Address; Registered Office and Agent. The principal place of business and mailing address of the Corporation is 7115 16th Street East, Unit #105, Sarasota, Florida 34243. The address of the Corporation's registered office in the State of Florida is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602. The name of the registered agent at such address is Michael H. Robbins.

3. 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 Florida.

4. Capital Stock. The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Thousand Five Hundred (1,500) shares of common stock, no par value per share.

5. Indemnification. The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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6. Liability for Monetary Damages. No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 8th day of June 2009.

CARBIZ AUTO CREDIT IN2, INC.

By: 

Stanton Heintz, Chief Financial Officer

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