

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P95000012785

NAME _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Approved Finance North State, Inc.

C.C. FEE. DISBURSED

EFFECTIVE DATE

FEB 14 1995

Art of Amend File
 Dissolution/Withdrawal
 C U S-

Fictitious Name File

300001406723

Name Reservation

****122.50 ****122.50

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate KII

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prop.

FAX () pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

FEB 15 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY SL

WALK-IN Will Pick Up 215 112

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

CERTIFICATE
OF
ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the General Corporation Law, Chapter 607, Florida Statutes, 1985.

FILED
95 FEB 15 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
FEB 14 1995

ARTICLE I.

The name of this corporation shall be APPROVED FINANCE AUTO SALES, INC., and its corporate address shall be 02461 Hwy. 441-27, Fruitland Park, Florida 34731.

ARTICLE II,

General Nature of Business

The general nature of the business to be transacted by the corporation shall be:

1. Sales of motor vehicles.
2. To buy, lease, hold and sell real estate and personal property.
3. To purchase, sell and hold stock in other corporations.
4. To erect buildings of any kind, and to hold, lease and sell the same.
5. To form co-partnership with other corporations or persons.
6. To engage in other lawful business which a corporation may be permitted to engage in under the laws of the State

of Florida; the powers of the corporation not being limited by the general nature of the business to be transacted as herein specified.

7. For any and all of the foregoing purposes, to borrow money and, if necessary, to mortgage, pledge and otherwise alien any and all real and personal property or any interest therein held and owned by said corporation, and to execute such promissory notes and other evidences of indebtedness as the same may be necessary or expedient to the carrying out of said purposes.

ARTICLE III.

Capital Stock

The said corporation shall issue only one class of stock, which shall be common stock with \$10.00 par value, the maximum number of shares of stock with \$10.00 par value which the corporation is authorized to have outstanding at any time shall be one hundred (100) shares; subject, however, to the right of said corporation to increase its capital stock as provided by law; and by such increase to issue additional stock either with or without nominal par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions or qualifications of voting powers of such additional stock, in an amendment to its articles of incorporation.

ARTICLE IV.

Corporate Existence

This corporation shall have perpetual existence unless sooner dissolved according to law, beginning on the date of signing by

subscribers.

ARTICLE V.

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE VI.

The registered office of said corporation shall be 02461 Hwy. 441-27, Fruitland Park, Florida 34731, with the privilege of having branch offices at other places within or without the State of Florida. The initial registered agent at such address shall be David E. Pless.

ARTICLE VII.

Management by Stockholders

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VIII.

The names and post office addresses of the President and Secretary, each to hold office for the first year of existence of the corporation and until their successors are elected or appointed and have qualified are:

David E. Pless, Pres.-02461 Hwy. 441-27, Fruitland Park, FL 34731.

William Reynolds, 1st VP-539 NE 40th Ter., Ocala, FL 34470

Jeffrey Faris, 2nd VP-1116 NE 5th St., Ocala, FL 34470

Judy Newburgh, Secty./Tres.-3995 SE 80th St., Ocala, FL 34480.

ARTICLE IX.

Names and addresses of Subscribers

The name and post office addresses of each subscriber of this

certificate of incorporation and a statement of the number of shares of stock which he agrees to take, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, are:

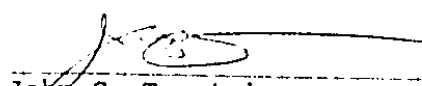
NAME	POST OFFICE ADDRESS	NO. SHARES	VALUE
John C. Trentelman	207 N. Magnolia Avenue Ocala, Florida 32670	100	\$1,000.00

ARTICLE X.

Miscellaneous

The shares of stock in the corporation may be issued to the subscribers at a meeting duly convened and held, and payment for the same may be made whether in money, property, or services, in such manner as may be provided by the said stockholders under the authority aforesaid. Stockholders shall be granted full pre-emptive rights.

IN WITNESS of the foregoing, we have hereunto set our hands and seals, and authorized to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, on this 17 day of Feb, 1995.


John C. Trentelman

STATE OF FLORIDA

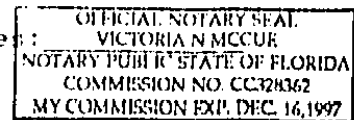
COUNTY OF MARION

I HEREBY CERTIFY that on this *14* day of *February*, 1995,
personally appeared before me, the undersigned, JOHN C. TRENTELMAN,
to me well known and known to me to be the individual described in
and who executed the foregoing Certificate of Incorporation, and
that he acknowledged before me the execution of the same for the
uses and purposes therein set forth and expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed
my seal this day and year first above written.

Victoria N. McCue
Notary Public, State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First - That APPROVED FINANCE AUTO SALES, INC. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation, at City of
Fruitland Park, County of Lake, State of Florida, has named DAVID
E. PLESS, located at 02461 Hwy. 441-27, (Street address and number
of building, Post Office Box address not acceptable), City of
Fruitland Park, County of Lake, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By David E. Pless
Resident Agent

FILED
95 FEB 15 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA