

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-0393 FAX

800-342-8086

P95000020005

CSO networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 559124 81461A

AUTHORIZATION :

000001427540
-03/13/95--01021--009
***122.50 ***122.50

COST LIMIT : 9 PREPAID

ORDER DATE : March 13, 1995

ORDER TIME : 9:0 AM

ORDER NO. : 559124

CUSTOMER NO: 81461A

CUSTOMER: Richard Murdoch, Esquire
DICKENSON MURDOCH REX & SLOAN

Suite 410
980 N. Federal Highway
Boca Raton, FL 33432

FILED
95 MAR 13 11:00 AM '95
TALLAHASSEE, FL 32304
REGISTRY OF CORPORATIONS

DOMESTIC FILING

P95000020005

NAME: FLEET CAPITAL, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

(R, sami)

TM
3-13-95
02/A

**ARTICLES OF INCORPORATION
OF
FLEET CAPITAL, INC.**

FILED
95 MAR 13 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of the Corporation is: FLEET CAPITAL, INC..

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 617 S. W. 15th Street, Boca Raton, Florida, 33486.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 617 S. W. 15th Street, Boca Raton, Florida, 33486, and the name of the initial registered agent of this Corporation at that address is P. Rodney Cunningham.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors are:

P. Rodney Cunningham
617 S. W. 15th Street
Boca Raton, Florida 33486

Jesse P. Gaddis
221 West Oakland Park Boulevard
Fort Lauderdale, Florida 33302

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

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

P. Rodney Cunningham
617 S. W. 15th Street
Boca Raton, Florida 33486

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

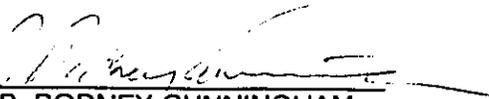
The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of MARCH, 1995.


P. RODNEY CUNNINGHAM

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 9th day of MARCH, 1995, by P. RODNEY CUNNINGHAM. He is personally known to me, or produced _____ as identification.


NOTARY PUBLIC, State of Florida
HAZEL A. GIANANI
[SEAL] NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0726391
MY COMMISSION EXPIRES MAY 28 1996

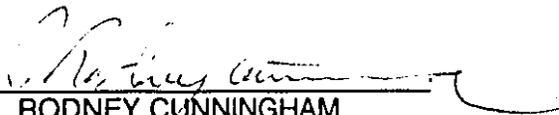
Printed Name of Notary/Serial Number
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

FILED
95 MAR 13 AM 10:00
SECRET
TALLAHASSEE
FLORIDA

The undersigned being named as Registered Agent to accept service of process of FLEET CAPITAL, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: Mar. 7 1995


P. RODNEY CUNNINGHAM

Document Number Only

P95000020005

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
96 APR -2 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fleet Capital, Inc.

None

changing its name to:

Change
Amend

Vehicle Financing, Inc.

RECEIVED
96 APR -2 AM 11:15
DIVISION OF CORPORATIONS

Profit

NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Certified Copy

Photo Copies

Fic. Name

CUS

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Call if Problem

After 4:30

Walk In

Pick Up

Mail Out

Name Availability	4/2/96
Document Examiner	ADK
Updater	ADK
Verifier	ADK
Acknowledgment	ADK
W.P. Verifier	ADK

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****35.00 ****35.00
PLEASE RETURN EXTRA COPIES
FILE STAMPED

File 1st

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLEET CAPITAL, INC.**

FILED
96 APR -2 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. ARTICLE I of the Articles of Incorporation of FLEET CAPITAL, INC. is amended to read as follows:

ARTICLE I

NAME

The name of this Corporation is:

VEHICLE FINANCING, INC.

II. The foregoing amendment was unanimously adopted by the shareholders of this Corporation on January 1, 1996.

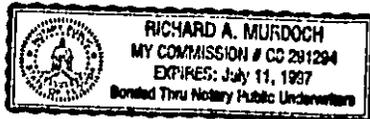
IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment as of January 1, 1996.


P. RODNEY CUNNINGHAM

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 1 day of January, 1996, by P. RODNEY CUNNINGHAM. He is personally known to me, or _____ produced _____ as identification.



Richard A. Murdoch

NOTARY PUBLIC, State of Florida

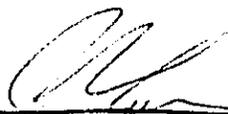
[SEAL]

Printed Name of Notary/Serial Number
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of **VEHICLE FINANCING, INC.**, at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: 1 day of January, 1996.



P. RODNEY CUNNINGHAM