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P95000026426

March 30, 1995

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Attn: Corporations Division
Re: First Lenders Indemnity Corporation/
FLIC Auto Centers, Inc.
Effective Date: March 29, 1995

Dear Sir or Madam:

300001448443
-04/06/95--01041--036
****122.50 ****122.50

Enclosed for filing please find the following documents:

1. Articles of Amendment to Articles of Incorporation of First Lenders Indemnity Corporation (original and one copy). Please note that these Articles of Amendment change the name of this existing corporation to FLIC Auto Centers, Inc.

2. Articles of Incorporation for First Lenders Indemnity Corporation (original and one copy). This is a proposed new corporation. We have included a certificate designating the place of business or domicile for service of process within this State, and naming an agent upon whom process may be served. We would appreciate receiving a certified copy of the Articles of Incorporation.

My client has enclosed two checks to cover the filing fees. The first check, in the amount of \$122.50, covers the \$35.00 filing fee for the Articles of Incorporation, the \$35.00 fee for designation of the registered agent, and the \$52.50 fee for obtaining the certified copy of the Articles of Incorporation. The second check, for \$35.00, covers the costs of filing the Articles of Amendment.

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Secretary of State
March 30, 1995
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Thanking you in advance for your cooperation in this
matter.

Very truly yours,



Charles D. Miner

CDM/tp
Enclosures

cc: Mr. James Cunningham (w/ encl.)
Ms. Carolyn Brenneman (w/ encl.)
Harold S. Watsky, C.P.A. (w/ encl.)

**ARTICLES OF INCORPORATION
OF
FIRST LENDERS INDEMNITY CORPORATION**

FILED
95 APR -3 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is FIRST LENDERS INDEMNITY CORPORATION.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on March 29, 1995.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

6363 E. Colonial Drive
Orlando, Florida 32807

The name of the initial registered agent of this corporation at that address shall be:

ROBERT T. TAYLOR

The street address of the corporate offices shall be:

6363 E. Colonial Drive
Orlando, Florida 32807

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James Cunningham	2955 E. Main St. Suite 110 Irvine, CA 92714	President/ Secretary/ Treasurer/ Director
Carolyn E. Brenneman	200 S. Orange Avenue Suite 1850 Orlando, Florida 32801	Executive Vice President

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
JAMES CUNNINGHAM	2955 E. Main St. Suite 110 Irvine, CA 92714

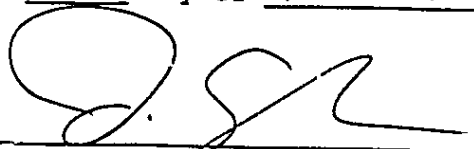
ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of MARCH 1995, 1995.

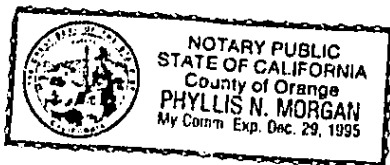

JAMES CUNNINGHAM

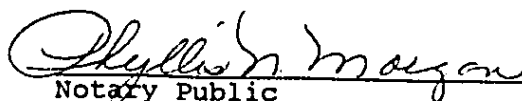
STATE OF CALIFORNIA)

COUNTY OF Orange)

BEFORE ME the undersigned authority, personally appeared JAMES CUNNINGHAM, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: _____
He ~~(did)~~ (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of MARCH, 1995.




Notary Public
My Commission Expires: 29 Dec 1995

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

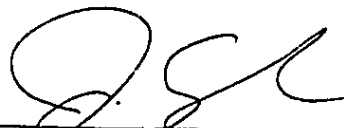
95 APR -3 PM 1:00
FILED
TALLAHASSEE
STATE OF FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FIRST LENDERS INDEMNITY CORPORATION.
2. The name and address of the registered agent and office is:

ROBERT T. TAYLOR
6363 E. Colonial Drive
Orlando, Florida 32807

Date: 3/29/95




JAMES CUNNINGHAM,
President

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 3/31/95



ROBERT T. TAYLOR