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March 29, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Lenders Acceptance Services, Inc.
Our File No. D10613 / 82351

500001445225
-03/31/95--01078--007
***122.50 ***122.50

Dear Sir or Madam:

Enclosed for filing please find 1 original and 1 copy of the Articles of Incorporation for the above-referenced corporation. At your earliest convenience please file the Articles and send a certified copy to our office in the enclosed pre-addressed envelope. Thank you for your assistance and if you have any questions concerning this matter, please do not hesitate to call me.

Very truly yours,

Dena L. Dolezal

Dena L. Dolezal
Legal Assistant to
Michael T. Trocke

/dld
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTER APR 5 1995

**ARTICLES OF INCORPORATION OF
LENDERS ACCEPTANCE SERVICES CORP.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is Lenders Acceptance Services Corp.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 5700 Memorial Highway, Tampa, Florida 33685, and the mailing address of the Corporation is 5700 Memorial Highway, Tampa, Florida 33685.

ARTICLE III
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.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One Cent (\$.01) par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Michael T. Trocke	101 E. Kennedy Boulevard, Suite 2500 Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either

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TALLAHASSEE FLORIDA

increased or decreased from time to time in accordance with the Bylaws of the Corporation.
The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Larry A. O'Blander	5700 Memorial Highway Tampa, Florida 33685

ARTICLE VII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael T. Trocke	101 E. Kennedy Boulevard, Suite 2500 Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of March, 1995.



Michael T. Trocke, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

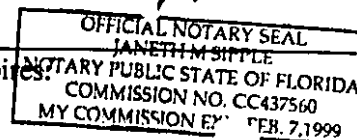
The foregoing instrument was acknowledged before me this 28th day of March, 1995, by Michael T. Trocke, an individual who is personally known to me and did not take an oath.



Notary Public

Print Name: _____

My Commission Expires: _____



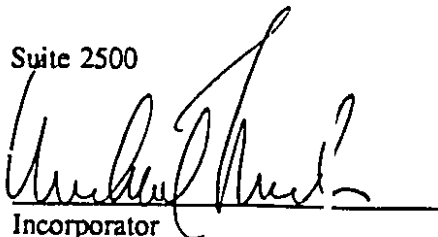
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 Lenders Insurance Services Corp.
2. The name and address of the registered agent and office is:

Michael T. Trocke
101 E. Kennedy Boulevard, Suite 2500
Tampa, Florida 33602

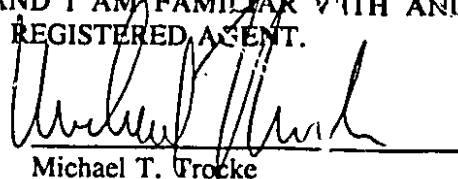
SIGNATURE:
TITLE:


Incorporator

DATE: March 28, 1995

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


Michael T. Trocke

DATE: March 28, 1995

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TALLAHASSEE FLORIDA