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ERIC PIERRE-JEROME, JR.
7460 N.W. 42nd STREET
LAUDERHILL, FLORIDA 33319
(305) 572-1707

FILED

95 JUN 18 1995

June 16, 1995

EFFECTIVE DATE

6-20-95

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

300001516433
-06/19/95--01037--007
****122.50 ****122.50

Re: AUTO FACTORS, INTERNATIONAL

Dear Sir/Madam,

Enclosed please find three original articles on incorporation for
AUTO FACTORS INTERNATIONAL.

If i included an extra copy, I apologize, and please discard it.

Enclosed you will find a check for \$122.50.

Please record the articles and return proof of incorporation to me
in the enclosed self addressed stamped envelope.

Thank you for your cooperation.

Sincerely,


Eric Pierre-Jerome, Jr.

NANCY HENDRICKS JUN 22 1995

eriss

ARTICLES OF INCORPORATION
OF
AUTO FACTORS INTERNATIONAL, INC.

FILED
95 JUN 13 10 00 AM
EFFECTIVE DATE
6-20-95

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purposes of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: AUTO FACTORS INTERNATIONAL, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal), or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on June 20, 1995 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7460 N.W. 42nd Street, Lauderhill, Florida 33319 and the name of the initial registered agent of this corporation is ERIC PIERRE-JEROME, JR. , whose address is 7460 N.W. 42nd Street, Lauderhill, Florida 33319. The initial mailing address and principal office address of the corporation shall be 7460 N.W. 42nd Street, Lauderhill, Florida 33319.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is Eric Pierre-Jerome, Jr., 7460 N.W. 42nd Street, Lauderhill, Florida 33319.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE X.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporations. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of JUNE, 1995.

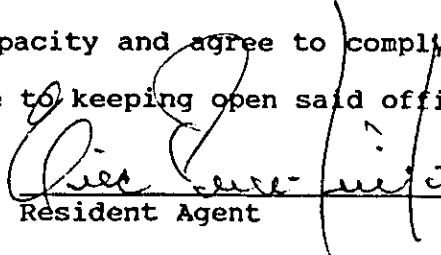

SUBSCRIBER

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.

That AUTO FACTORS INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 7460 N.W. 42nd Street. Lauderhill, Florida 33319 has named Eric Pierre-Jerome, Jr. 7460 N.W. 42nd Street, Lauderhill, Florida 33319 as its agent to accept service of process within this State.

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.


Resident Agent