

P96 OG 0003574

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 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: Belleair Acceptance
Corporation

96 JAN 11 AM 11:20
 C.C. FEE. DISBURSED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File
 Corp. Record Search
 Ltd. Partnership File
☒ Foreign Corp. File
☒ () Cert. Copy(s)

 Art. of Amend. File
 Dissolution/Withdrawal
 C U S -
 Filitious Name File
 Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

 Corporate Kit
 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 Prep.
 FAX () _____ pgs.

000001686500
 -01/11/96--01011--030
 *****122.50 *****122.50

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

RECEIVED
 96 JAN 11 AM 10:20
 DIVISION OF CORPORATION

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<u>Jim</u>		

WALK-IN
 Will Pick Up 1/11 12:00

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

**ARTICLES OF INCORPORATION
OF
BELLEAIR ACCEPTANCE CORPORATION**

FILED
93 JUN 11 AM 11:20
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Belleair Acceptance Corporation and its street address is 1530 S. Fort Harrison Avenue, Suite D, Clearwater, Florida 34616.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to receive maintain and hold financing documents, promissor notes and accounts receivable records for sales of motor vehicles and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

ARTICLE V - 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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1530 S. Fort Harrison Avenue, Clearwater, Florida 34616, and the name of the registered agent of this corporation at that address is Peter Gianfilippo.

ARTICLE VII - INCORPORATORS

The names and addresses of the person signing these articles of incorporation are:

John Gianfilippo	2662 Peachtree Circle Clearwater, FL 34621
Michael Gianfilippo	2167 Beecher Road Clearwater, FL 34623
Peter Gianfilippo	2167 Beecher Road Clearwater, FL 34623

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to

vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this

corporation.

ARTICLE XVI - POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - AMENDMENT

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

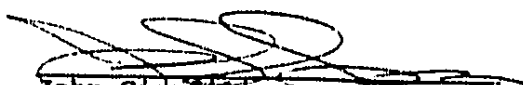
ARTICLE XXI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;

3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this ____ day of January, 1996.

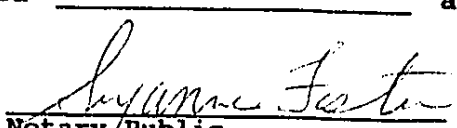

John Gianfilippo


Michael Gianfilippo

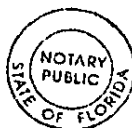

Peter Gianfilippo

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9 day of JAN, 1996, by JOHN GIANFILIPPO, MICHAEL GIANFILIPPO and PETER GIANFILIPPO, who are personally known to me or who have produced _____ as identification.


Notary Public

My Commission Expires:



SUZANNE FOSTER
My Comm Exp. 5/23/97
Bonded By Service Ins
No. CC288749

Personally Viewed 1/20/96, D.

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

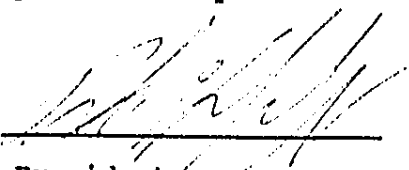
56 JAN 11 AM 11:21

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

CERTIFICATE

**DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **Belleair Acceptance Corporation**
desiring to organize or qualify under the laws of the State of
Florida, with the principal place of business at 1530 S. Fort
Harrison Avenue in the City of Clearwater, Florida 34616, has
named **Peter Gianfilippo** as its resident agent to accept service
of process within Florida.

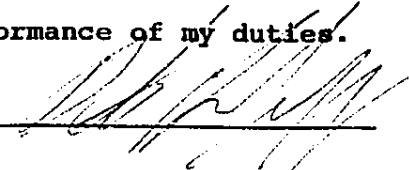
Signature: 

Title: **President**

Date: _____

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: 

Date: _____

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
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595 Main Street
Dunedin, FL 34698