

LAW OFFICES OF
ISAAC & LEWIS, P.A.
2468 ATLANTIC BOULEVARD
JACKSONVILLE, FLORIDA 32207

FRED C. ISAAC
DAVID R. LEWIS

P960004 10824
January 29, 1996

(904) 398-7100
FAX (904) 398-0921

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attention: New Filings Section

RE: ATLAS USED CAR SALES, INC.

Dear Sir:

Enclosed please find Articles of Incorporation for filing in the above matter. I have enclosed my check in the amount of \$122.50 which represents the fee for the Secretary of State.

I ask that you please file the Articles and return a copy of the filed Articles to my office as soon as possible.

Thank you for your prompt attention to this matter.

Sincerely,


Fred C. Isaac

FCI/nrs
Enclosures

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****122.50 ****122.50

F. CHESSEB FEB 5 1996

ARTICLES OF INCORPORATION
OF
ATLAS USED CARS SALES, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

AUTOMOBILE TITLE LOANS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of this State.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or

restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is:

619-1 Cassat Avenue
Jacksonville, Florida 32205

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

CHARLES KORI
619-1 Cassat Avenue
Jacksonville, Florida 32205

JOHN RUNION
619-1 Cassat Avenue
Jacksonville, Florida 32205

ARTICLE VIII

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

FRED C. ISAAC, ESQUIRE
2468 Atlantic Boulevard
Jacksonville, Florida 32207

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, fines, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be

asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Laws, agreement, vote of stockholders, or otherwise.

ARTICLE X

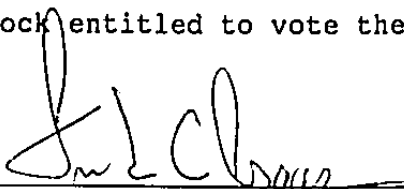
The street address of the initial registered office of this corporation is:

2468 Atlantic Boulevard
Jacksonville, Florida 32207

The name of the initial registered agent of this corporation at that address is: FRED C. ISAAC.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.



FRED C. ISAAC Incorporator

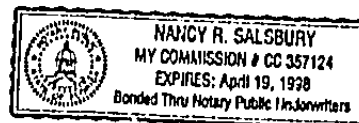
STATE OF FLORIDA)
 :
COUNTY OF DUVAL)

I DO HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared FRED C. ISAAC to me well known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 29th day of January, 1996.

NOTARY PUBLIC:

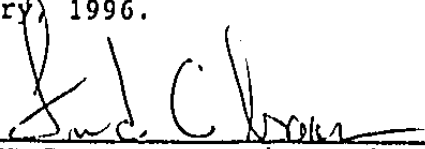
Nancy R. Salsbury
Print _____
State of Florida at Large
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, the undersigned, heroby acknowledge that I am familiar with the duties and responsibilities of a Registered Agent, and by virtue of my signature hereto, accept the duties and responsibilities as Registered Agent for ATLAS USED CARS SALES, INC.

DATED this 29 day of January, 1996.


FRED C. ISAAC, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA