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AUTOMOTIVE MERCHANT SERVICES, INC.

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

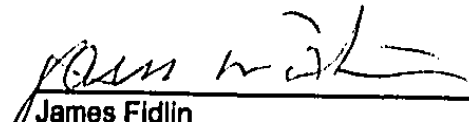
Re: Automotive Merchant Services, Inc.

Gentlemen:

Enclosed please find the original and one cop of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the filing fees, Certified copy of articles of incorporation and fee for registered agent designation for the above name corporation.

Very truly yours,


James Fidlin
Automotive Merchant Services, Inc.

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****122.50 ****122.50

Mailing Address of Corporation

Automotive Merchant Services, Inc.
P.O. BOX 830624
Miami, FL 33283-0624

(305) 227-2210

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/8/96

ARTICLES OF INCORPORATION
of

Automotive Merchant Services, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Automotive Merchant Services, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issued ONE Hundred shares (100) of ONE Dollar(s) (\$1.00) par value Common Stock, Which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

James W. Fidlin
P.O. BOX 830624
Miami, FL 33283-0624

The name and street address of the Initial Registered Agent of this Corporation is:

James W. Fidlin
3191 Coral Way
Suite 115-103
Miami, FL 33145

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have **THREE (3)** directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director (s) of the corporation are as follows:

James J. Fidlin
3191 Coral Way
Suite 115-103
Miami, FL 33145

James W. Fidlin
3191 Coral Way
Suite 115-103
Miami, FL 33145

Jennifer L. De Armas
3191 Coral Way
Suite 115-103
Miami, FL 33145

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

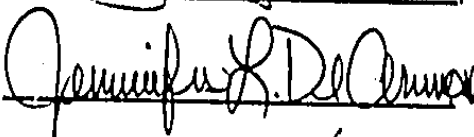
James J. Fidlin - President
3191 Coral Way
Suite 115-103
Miami, FL 33145

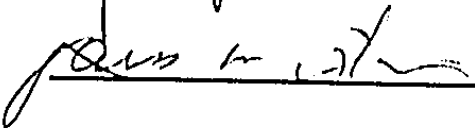
Jennifer L. De Armas - Vice President
3191 Coral Way
Suite 115-103
Miami, FL 33145

James W. Fidlin - Sec/Treasurer
3191 Coral Way
Suite 115-103
Miami, FL 33145

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these
Articles of Incorporation this 03 day of February, 1996


_____, President


_____, Vice-President


_____, Sec/Treasurer

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Automotive Merchant Services, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

3191 Coral Way
Suite 115-103
Miami, FL 33145

has named James W. Fidlin located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

