

P96000017029

Wholesale Auto Advantage
3897 E. Hwy. Road
Orlando, Florida 32808

February 14, 1996

Division of Corporations
100 E. Gaines Street
Tallahassee, Florida 32399

SEARCHED INDEXED
SERIALIZED FILED
FEB 15 1996
TALLAHASSEE, FLORIDA

To whom it may concern

Enclosed please find the necessary forms to establish two corporations. Our check #2433 in the amount of \$140.00 to cover the processing fees, and a (preprinted) Federal Express airtail (#7948594734) to overnight the completed corporation forms back to us. If you require any further information, please do not hesitate to contact us.

Thank you.

James M. Conall

WHOLESALE AUTO ADVANTAGE

FILED
96 FEB 23 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96-3834
2-19-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1996

WHOLESALE AUTO ADVANTAGE
3897B ELREY ROAD
ORLANDO, FL 32808

SUBJECT: R & W FUNDING
Ref. Number: W96000003834

We have received your document for R & W FUNDING and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 896A00007343

ARTICLES OF INCORPORATION
OF
R & W FUNDING, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be R & W Funding, Incorporated.

ARTICLE II DURATION

This corporation shall exist perpetually.

ARTICLE III PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock of a par value of One Dollar (\$1.00) per share and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3897B Elrey Rd., Orlando, Florida 32808, and the name of the initial Registered Agent for the corporation at that address is Robert Iles.

ARTICLE VI SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or

of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Robert Iles

ARTICLE X INITIAL OFFICERS

The names and addresses of the initial officers of the corporation are as follows:

President:

Robert Iles
3897B Elrey Rd.
Orlando, Florida 32808

ARTICLE XI SUBSCRIBER

The name and address of the incorporator is:

Robert Iles
3897B Elrey Rd.
Orlando, Florida 32808

ARTICLE XII AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has herunto set his
hand and seal on this 22 day of FEBRUARY, 19 96.

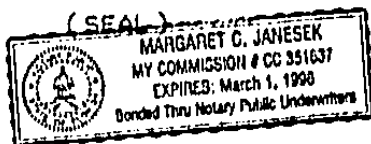
Incorporator:

Robert Iles
Robert Iles

STATE OF FLORIDA
COUNTY OF SEMINOLE

PRODUCED FLORIDA Drivers License

The foregoing instrument was executed and acknowledged
before me this 22nd day of FEBRUARY, 19 96, by
Robert Iles.



Margaret C. Jansek
Notary Public
State of FLORIDA
My Commission Expires: 3/1/98

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, R & W Funding, Incorporated, a corporation organizing under the laws of the State of Florida, with its principal office located at 3897B Elrey Rd, Orlando, Florida 32808, has named Robert Iles, whose address is 3897B Elrey Rd., Orlando, Florida 32808, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during proscribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

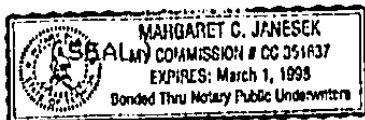
Robert Iles
Robert Iles

STATE OF FLORIDA
COUNTY OF SEMINOLE

Produced Pursuant to Discovery

BEFORE ME, the undersigned authority, this day personally appeared Robert Iles who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 22nd day of FEBRUARY, 19 96.



Margaret C. Jansek
Notary Public
State of FLORIDA
My Commission Expires: 3/1/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA