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DAVID R. ROY, P.A.

Attorney at Law

4201 N. FEDERAL HIGHWAY
POMPANO BEACH, FLORIDA 33064

(305) 784-2001
FAX (305) 784-2005

March 5, 1996

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Automotive Funding Service Corporation

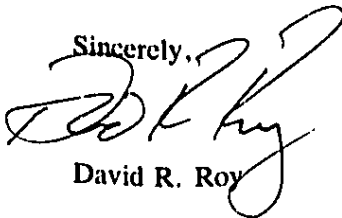
100001737001
-03/08/96--01043--019
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation along with a check for \$70.00 to cover the filing fees for the above referenced corporation.

If there are any problems, do not hesitate to contact me.

Sincerely,



David R. Roy

DRR/cm

Enclosure

FILED
96 MAR -8 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAS
3/15/96

**ARTICLES OF INCORPORATION
Automotive Funding Service Corporation**

FILED

96 MAR -8 AM 11:30

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be Automotive Funding Service Corporation.

ARTICLE II

The duration of the corporation shall be perpetual unless dissolved according to the laws of the State of Florida.

ARTICLE III

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE IV

The principal place of business of this corporation shall be 3890 W. Commercial Blvd., Tamarac, FL 33321.

ARTICLE V

The mailing address of the corporation shall be 3890 W. Commercial Blvd., Tamarac, FL 33321.

ARTICLE VI

The corporation shall have three (3) officers, being that of President, Vice President and Secretary. The name(s) and address(es) of the officer(s) are as follows:

Howard Kuhn, Pres.
670 NW 46th Ave.
Deerfield Beach, FL 33442

Stan Feinerman, VP
8029 NW 72nd St.
Tamarac, FL 33321

Lew Ehrlich, Sec.
3725 S. Ocean Dr, #1624
Hollywood, FL 33019

ARTICLE VII

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation are:

Howard Kuhn
670 NW 46th Ave.
Deerfield Beach, FL 33442

Stan Feinerman
8029 NW 72nd St.
Tamarac, FL 33321

Lew Ehrlich
3725 S. Ocean Dr, #1624
Hollywood, FL 33019

ARTICLE VIII

The number of shares that the corporation shall be authorized to have outstanding is One Thousand (1,000) with a par value of \$1.00 which have been issued to the following persons in the following manner.

Howard Kuhn
Shares: 333.333

Stan Feinerman
Shares: 333.333

Lew Ehrlich
Shares: 333.333

ARTICLE IX

The corporation shall have an initial Board of Directors consisting of the following members whose names and addresses are as listed below:

Howard Kuhn
670 NW 46th Ave.
Deerfield Beach, FL 33442

Stan Feinerman
8029 NW 72nd St.
Tamarac, FL 33321

Lew Ehrlich
3725 S. Ocean Dr, #1624
Hollywood, FL 33019

ARTICLE X

The name and address of this corporation initial registered agent is

David R. Roy, Esq.
ROY & MITCHELL, P.A.
4201 N. Federal Hwy.
Pompano Beach, FL 33064

IN WITNESS WHEREOF, the undersigned incorporator, has signed these Articles of Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, this 5th day of MARCH, 1996.


Howard Kuhn


Stan Feinerman


Lew Ehrlich

STATE OF FLORIDA
COUNTY OF BROWARD

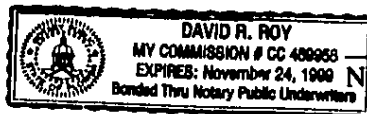
The foregoing instrument was acknowledged before me this 5 day of MARCH, 1996, by Howard Kuhn, who is personally known to me or who has produced his driver's license as identification and who did not take an oath.




NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BROWARD

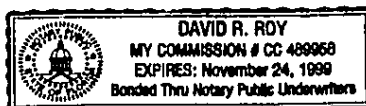
The foregoing instrument was acknowledged before me this 5 day of MARCH, 1996, by Stan Feinerman, who is personally known to me or who has produced his driver's license as identification and who did not take an oath.




NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5 day of MARCH, 1996, by Lew Ehrlich, who is personally known to me or who has produced his driver's license as identification and who did not take an oath.




NOTARY PUBLIC

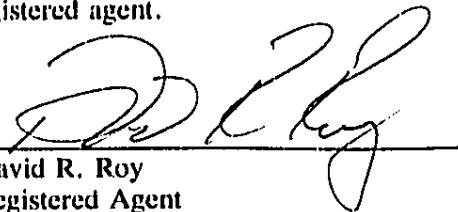
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is Automotive Funding Service Corporation.
2. The name and address of the registered agent and office is:

David R. Roy, Esq.
ROY & MITCHELL, P.A.
4201 N. Federal Hwy.
Pompano Beach, FL 33064

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



David R. Roy
Registered Agent

FILED
96 MAR -8 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000022213

A.F.S.C.

Automotive Funding Service Corp.

1131 E. Commercial Blvd.

Oakland Park, FL 33334

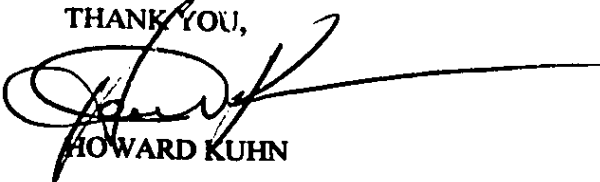
954-493-5490 Fax 954-493-5489

NOVEMBER 22, 1996

TO WHOM IT MAY CONCERN:

PLEASE BE ADVISED THAT AUTOMOTIVE FUNDING SERVICE
CORPORATION DOCUMENT NUMBER P9600022213 HAS RELOCATED TO:
1131 E. COMMERCIAL BLVD., OAKLAND PARK, FL 33334. KINDLY CHANGE
YOUR RECORDS.

THANK YOU,



HOWARD KUHN

KS 12/2