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A-ONE CAPITAL FINANCE, INC.
6315 N. PALAFOX STREET
PENSACOLA, FL 32503

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 6, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: A-ONE CAPITAL FINANCE, INC.

000001746080
-03/18/96--01019--005
*****70.00 *****70.00

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Designation of Resident Agent for Service of Process on the above-mentioned corporation. It is our wish that the corporate existence of the corporation shall begin on the date of filing of the Articles of Incorporation.

Please process these documents accordingly and return a certified copy of the certificate as soon as possible.

Included herewith is a check in the amount of \$122.50 to cover the following:

Filing fee.	\$ 35.00
Certified copy.	52.50
Filing Designation of Agent	<u>35.00</u>

\$122.50

Thank you.

Sincerely,


Robert A. Cowen

Enclosures

BH 3/12/96

TOUCHDOWN AUTO SALES

6313 N. Palafox St. • Pensacola, FL 32503
(904) 969-0301 • (904) 969-0709 • (904) 478-9821

From WALL

Am So. SAID they
would NOT require carf.
Aft. From A-ONE Fin

Yours Truly
Robert H. Cowen

ARTICLES OF INCORPORATION
OF
A-ONE CAPITAL FINANCE, INC.

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The undersigned acting as incorporator of a ^{SECRETARY OF STATE} corporation, ^{TALLAHASSEE, FLORIDA} under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is A-ONE CAPITAL FINANCE, INC.

ARTICLE II. DURATION

This corporation shall have a perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE VI. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office and

principal office of this corporation is 6315 N. Palafox St. Pensacola, FL and the name of the initial registered agent of this corporation at that address is Robert H. Cowen.

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

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the initial Director who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders or his successors are elected and have qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Cowen	6315 N. Palafox St. Pensacola, FL
Brian W. Dalton	6315 N. Palafox St. Pensacola, FL

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

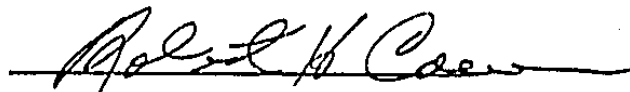
<u>NAME</u>	<u>ADDRESS</u>
Robert A. Cowen	6315 N. Palafox St. Pensacola, FL

ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a

majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

A handwritten signature in cursive script, reading "Robert H. Case", is written over a horizontal line.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First: That A-ONE CAPITAL FINANCE, INC.,

desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation
at City of Pensacola, State of Florida, has named Robert A. Cowen,
County of Escambia, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above-stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

BY: Robert A. Cowen
Resident Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

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Before me, the undersigned Notary Public in and for said State and County, appeared Robert A. Cowen the subscribing incorporator to the foregoing Articles of Incorporation, to me well known, and known by me to have executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as its voluntary act and deed for the purpose of forming a corporate body, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth therein are true and correct and who produced FL DRIVERS LICENSE as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 12th day of March, 1996 in the State and County aforesaid.

Lou G. Chesterfield
NOTARY PUBLIC

