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TAINA H. LEINONEN

OF COUNSEL  
EDWIN W. LAMMI

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March 7, 1996

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

Re: UNITED AUTO FINANCE CO.

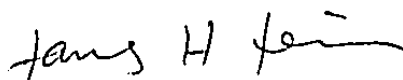
300001737283  
-03/08/96--01076--019  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one copy for the above referenced company. Please file these Articles and return us a certified copy. I have enclosed a check in the amount of \$122.50 made payable to the Secretary of State.

Please call me if you have any questions.

Very truly yours,



Taina H. Leinonen

THL/jb

Enclosures.

MAR 13 1996 BSB

FILED  
96 MAR -8 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

96 MAR -8 AM 10:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
UNITED AUTO FINANCE CO.

ARTICLE I

Name

The name of this Corporation is UNITED AUTO FINANCE CO.

ARTICLE II

Nature of Business

The Corporation is initially organized for the general purpose of transacting any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Fla.Stat..

ARTICLE III

Shares

The maximum number of shares that the Corporation is authorized to have outstanding shall be 100 shares of common, \$1.00 par value voting stock, all of one class.

ARTICLE IV

Section 1244 Stock

The Incorporators, Subscribers and Directors of the Corporation intend that all stock shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954 as amended.

## ARTICLE V

Each shareholder of the Corporation shall enjoy the preemptive right to acquire a proportionate share of any unissued or treasury shares to be sold by the Corporation on the same terms as such shares would be sold to non-shareholders. The number of shares that each shareholder shall be entitled to purchase shall be determined by multiplying the number of shares of unissued or treasury stock to be sold by a fraction which has as its numerator the number of shares owned by the purchasing shareholder, and which has as its denominator the total number of issued and outstanding shares of the Corporation owned by all shareholders before the contemplated sale. In the event that any shareholder chooses to purchase less than all of the shares which he is entitled to purchase, the remaining shares shall first be offered to the remaining shareholders of the Corporation. In the event that the calculations set out above result in a shareholder being entitled to purchase a fraction of a share, the Corporation shall issue such fractional share. Unissued or treasury shares may be offered to a non-shareholder of the Corporation only after all the existing shareholders have refused to purchase the shares so offered.

## ARTICLE VI

### Initial Registered Office and Agent

The street of the initial registered office of the Corporation is 4394 NW 3rd Avenue, Boca Raton, Florida 33431, and the name of the initial registered agent of the Corporation is Enn Eichelmann.

## ARTICLE VII

### Directors

The Corporation shall have five directors initially. The number of directors may be diminished from time to time by the By-Laws of the Corporation, but shall never be more than five. The names and addresses of the initial directors are:

Aivo Rosma  
4394 NW 3rd Avenue  
Boca Raton, FL 33431

Juri Dimitrenko  
4394 NW 3rd Avenue  
Boca Raton, FL 33431

Enn Eichelmann  
4394 NW 3rd Avenue  
Boca Raton, FL 33431

Meelis Purru  
4394 NW 3rd Avenue  
Boca Raton, FL 33431

Andrei Dvorjaninov  
4394 NW 3rd Avenue  
Boca Raton, FL 33431

ARTICLE VIII

Incorporation

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

Aivo Rosma  
4394 NW 3rd Avenue  
Boca Raton, FL 33431

ARTICLE IX

Duration of Corporation

The duration of this corporation shall be perpetual.

ARTICLE X

Corporation's Principal Office

The initial principal office of this Corporation shall be 4394 NW 3rd Avenue,  
Boca Raton, FL 33431.

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation on this 7th day of March, 1996.



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Aivo Rosma

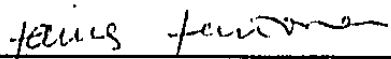
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, and officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Aivo Rosma to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of March, 1996.



TAINA LERONEN  
My Commission CC341948  
Expires Jan. 13, 1998  
Bonded by HAI  
800-422-1555

  
\_\_\_\_\_  
Notary Public -  
State of Florida

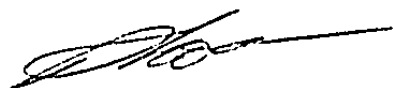
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING UPON PROCESS MAY BE SERVED.**

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

That UNITED AUTO FINANCE CO. desiring to organize under the laws of State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach and State of Florida, has named Enn Eichelmann, whose address is 4394 NW 3rd Avenue, Boca Raton, FL 33431, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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

  
\_\_\_\_\_  
Aivo Rosma