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March 19, 1996

SEASIDE FINANCE 10812 66TH ST N PINELLAS PARK, FL 34666

SUBJECT: SEASIDE FINANCE, INC. Rof. Number: W96000005845

We have received your document for SEASIDE FINANCE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Flotida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6931.

Garrett Blanton Document Specialist

Letter Number: 596A00012372

ARTICLES OF INCORPORATION

95 MAR 26 - AM (F) 45

OF

SEASIDE AUTO FINANCE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competant to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I CORPORATE NAME

The name of the corporation is:

SEASIDE AUTO FINANCE, INC.

ARTICLE II DURATION

This corporation will exist perpetually unless disolved according to Florida law.

ARTICLE III PURPOSE

To engage in the finance business, and the doing of any other business and sales or contracting work incidental to or connected with such work..

The forgoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissable lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE IV CAPITOL STOCK

The corporation is authorized to issue one thousand (1000) shares of No Par value Common Stock, which shall be designated "Common Shares."

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the corporation is:

SEASIDE AUTO FINANCE, INC. 10812 66TH ST N., SUITE B PINELLAS PARK, FL 34666

The name and address of the initial Registered Agent of this corporation is:

JAMES E. TACY, JR 509 161ST AVE. REDINGTON BEACH, FL 33708

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 directors of the corporation are as follows:

JUSTIN BRENNAN 10812 66TH ST., N. PINELLAS PARK, FL 34666

&

JAMES E. TACY, JR 509 161ST AVE.. REDINGTON BEACH, FL 33708

ROBERT FOLWELL 10812 66TH ST N. PINELLAS PARK, FL 34666

ARTICLE VII INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

JAMES E. TACY, JR. 509 161ST AVE. REDINGTON BEACH, FL. 33708

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation this 5th day of March. 1996.

STATE OF FLORIDA COUNTY OF PINELLAS

Before me, a Notory Public authorized to take acknowledgements in the State and County set forth above, personally appeared James E. Tacy, Jr. known to me and known to be the person who executed the foregoing Articles of Incorporation, and who has acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 5th day of March, 1996.

My Commission expires:

ROBERT FOLWELL

ROBERT J. FOLWELL Notary Public, State of Florida My Comm. Expires Doc. 3, 1997 No. CC 359719

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ACCEPTANCE AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for Seaside Auto Finance, Inc., at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. 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 obligation of my position as Registered Agent.

SIGNATURE Jane 5 Tary JAMES E TACY, IR DATE 3.5.96