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*ALSO MEMBER OF NJ AND DC BARS
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June 6, 1996

DIRECT DIAL

Federal Express

Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

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Re: Potamkin Finance - Fury, Inc.
Potamkin Finance - Ritter, Inc.
Potamkin Finance - Rivera, Inc.

Gentlemen:

Enclosed please find the following documents for filing with your office:

1. An original and one copy of Articles of Incorporation on behalf of Potamkin Finance - Fury, Inc.;
2. An original and one copy of Articles of Incorporation on behalf of Potamkin Finance - Ritter, Inc., and;
3. An original and one copy of Articles of Incorporation on behalf of Potamkin Finance - Rivera, Inc.

FILED
63 JUN - 7 AM 9 29

W96-12235
634, 608
615



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 10, 1996

**KATHLEEN E. ZINK, LEGAL ASSIST.
KLEINBARD, BELL & BRECKER
1900 MARKET ST., STE. 700
PHILADELPHIA, PA 19103**

**SUBJECT: POTAMKIN FINANCE - RIVERA, INC.
Ref. Number: W96000012235**

We have received your document for POTAMKIN FINANCE - RIVERA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 496A00028696

ARTICLES OF INCORPORATION
OF
POTAMKIN FINANCE - RIVERA, INC.

FILED
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The undersigned, being a natural person, does hereby act as Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is Potamkin Finance - Rivera, Inc.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are to invest in entities providing financing for new and used motor vehicles and related activities.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1000 all of which have no par value and are of the same class and are to be Common shares.

FIFTH: The address of the initial registered office and the principal office of the corporation in the State of Florida is 4675 SW 74th Street, Miami, FL 33143

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three. Shareholders shall not have the right to cumulate votes for the election of directors.

The name of each person who is to serve as a member of the initial Board of Directors of the corporation are as follows:

Robert M. Potamkin
Alan H. Potamkin
Aurelio Rivera

SEVENTH: The name and address of the incorporator is as follows:
ALAN H. POTAMKIN 4675 SW 74th Street
Miami, FL 33143

EIGHTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on the 10th day of June, 1996.

Kathleen E. Zink
KATHLEEN E. ZINK, Incorporator

STATE OF Penn)

SS.:

COUNTY OF Phila)

On this 10th day of June, 1996, before me, a Notary Public in and for the State and County aforesaid, personally appeared KATHLEEN E. ZINK, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of Potamkin Finance - Rivera, Inc. and who duly acknowledged to me that she signed said Articles of Incorporation as the incorporator of said corporation.

Witness my hand and seal of office on the day and year aforesaid.

Vincenza J. Tribuiani
Notary Public


(SEAL)

Commission expires:

Notarial Seal
Vincenza J. Tribuiani, Notary Public
Philadelphia, Philadelphia County
My Commission Expires May 21, 1998
Member, Pennsylvania Association of Notaries

VERIFICATION OF REGISTERED AGENT

I, ALAN H. POTAMKIN, hereby verify that I am familiar with and accept all of the duties and responsibilities as registered agent for POTAMKIN FINANCE - RIVERA, INC.


ALAN H. POTAMKIN, Registered Agent

Dated: 6/10/98

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