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Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
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RODGER J. FRIEDLINE

REPLY TO:
208 PONTE VEDRA PARK DR., SUITE 101

July 8, 1996

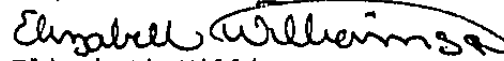
Secretary of State
Post Office Box 5588
Tallahassee, Florida 32314

200001891632
-07/12/96--01009--001
*****70.00 *****70.00

Dear Ladies/Gentlemen:

Enclosed please find a check in the amount of \$70.00. Please
file the enclosed Articles of Incorporation.

Very truly yours,


Elizabeth Williamson
Assistant to Keith Watson

letters/secretary

FILED
96 JUL 11 AM 9:05
TALLAHASSEE, FLORIDA
CLERK OF COURT

AL JUL 12 1996

SUITE 200, 3030 HARTLEY ROAD
JACKSONVILLE, FLORIDA 32257
(904) 260-8829
FAX (904) 260-8123

6625 LILLIAN ROAD
JACKSONVILLE, FLORIDA 32211
(904) 724-6333
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208 PONTE VEDRA PARK DR., SUITE 101
PONTE VEDRA BEACH, FL 32082
(904) 273-7009
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SUITE 2, 1566 DUNN AVENUE
JACKSONVILLE, FLORIDA 32218
(904) 757-7830
FAX (904) 757-7527

ARTICLES OF INCORPORATION

FOR

SALLY FINANCE, INC.

FILED
96 JUL 11 AM 9:05
SEC
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is SALLY FINANCE, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of sales, marketing, management and financing of used cars, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

NAME**SHARES**

James A. Cason

1000

ARTICLE SIX

The street address of the corporation is 1022-A Leonid Road, Jacksonville, Florida 32210.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2).

The name, address and title of each person who is to serve as a member of the initial board of directors are:

NAME**ADDRESS**James A. Cason
Director12576 Dunraven Trail
Jacksonville, Florida 32223Sally Ann Cason
Director12576 Dunraven Trail
Jacksonville, Florida 32223**ARTICLE EIGHT**

The name and address of each officer are:

NAME**ADDRESS**Sally Ann Cason
President12576 Dunraven Trail
Jacksonville, Florida 32223Bob Keel
Vice President4078 Tyndel Creek Place
Jacksonville, Florida 32223Henrietta Petty
Road Secretary/Treasurer

10547 Haverford

Jacksonville, Florida 32218

ARTICLE NINE

The name and address of each incorporator are:

NAME**ADDRESS**

James A. Cason

12576 Dunraven Trail

ARTICLE TEN

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 50% vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 28th day of June, 1996.

WITNESSES:

INCORPORATOR:

Elizabeth Williamson
Glenda M. Carter

SALLY FINANCE, INC.

Bob Keel
BY: Bob Keel
Its: Vice President

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Bob Keel, as Vice President of Sally Finance, Inc., 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.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of April, 1996.

Elizabeth Williamson
Notary Public, State of Florida
My Commission Expires:
SEAL




ELIZABETH WILLIAMSON
Notary Public, State of Florida
My Comm. Exp. Aug. 3, 1997
EXHIB: N6: CC 305264

INITIAL REGISTERED AGENT OF SALLY FINANCE, INC.

The address of the initial registered agent of the corporation is 12676 Dunraven Trail, Jacksonville, Florida 32223, and the name of its initial registered agent at such address is Bob Keel.

By his signature below, Bob Keel accepts designation as registered agent of Cason & Co., Inc.



BOB KEEL

FILED
96 JUL 11 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA