

P96000065787

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October 1, 1997

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-10/06/97--01135--001
*****35.00 *****35.00

RE: Choice Auto Rental Sales, Inc.
Charter #P96000065787
Name Change to: Choice Acceptance Corporation

Gentlemen:

Enclosed herein for filing in reference to the captioned matter please find original and one copy of the First Amendment to Articles of Incorporation with attached copy of Minutes of Special Meeting of the Stockholders and Directors of Choice Auto Rental Sales, Inc. Also enclosed is my check made payable to your office in the sum of \$35.00 representing payment for the filing fee.

Please file the original of this Amendment and return to my office a copy of same stamped with the filing date, together with your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

GUILLERMO A. RUIZ, P.A.

Guillermo A. Ruiz

GAR/ms

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -6 PM 11:13

FILED

SW 10/9

n/c Amend

FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
CHOICE AUTO RENTAL SALES, INC.

(CHANGING NAME TO:
CHOICE ACCEPTANCE CORPORATION)

FILED
97 OCT -6 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the original Articles of Incorporation of Choice Auto Rental Sales, Inc. filed with the office of the Secretary of State of the State of Florida, Division of Corporations on 7th day of August, 1996, representing all the stockholders, directors and officers of said corporation, hereby amend Article I. Name of said original Articles of Incorporation as follows:

ARTICLE I. NAME

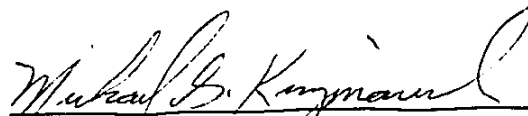
The name of the corporation shall be: CHOICE ACCEPTANCE CORPORATION.

In all other respects the Articles of Incorporation filed herein on August 7, 1996 are hereby ratified and confirmed.

This amendment was proposed by the stockholders and approved by the stockholders at a stockholders meeting held September 30,

1997, as is evidenced by their signatures at the end of this Amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 1st day of October, 1997.


MICHAEL G. KRIZMANICH,
Original Subscriber, President,
Secretary, Treasurer and
sole stockholder

STATE OF FLORIDA

COUNTY OF PINELLAS

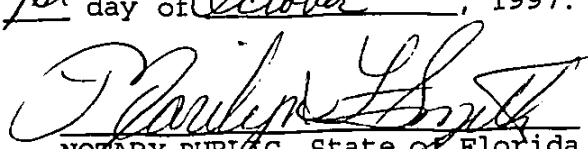
BEFORE ME, the undersigned authority, personally appeared MICHAEL G. KRIZMANICH, who, being by me first duly cautioned and sworn, deposes and says: that he is the individual described in and who executed the foregoing First Amendment to Articles of Incorporation of CHOICE AUTO RENTAL SALES, INC. (Changing Name to: CHOICE ACCEPTANCE CORPORATION) and states that he has read the foregoing Amendment and that the matters and facts alleged therein are true and correct to the best of his knowledge, information and belief.

SUBSCRIBED AND SWORN to before me, a Notary Public, in the County and State aforesaid this 1st day of October, 1997.

(SEAL)



Marilyn F. Smith
MY COMMISSION # CC512531 EXPIRES
March 4, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, State of Florida

Name: MARILYN F. SMITH

Address: 2901 5th Ave. N.W.

St. Petersburg, FL 33713
Commission Expires: 3-14-2000

**MINUTES OF SPECIAL MEETING OF THE
STOCKHOLDERS AND DIRECTORS**

OF

CHOICE AUTO RENTALS SALES, INC.

A special meeting of the directors and stockholders of CHOICE AUTO RENTAL SALES, INC. was held at 5801 Ulmerton Road, Clearwater, Florida on the 29th day of September, 1997 at 4:00 p.m. Present at the meeting was MICHAEL G. KRIZMANICH who represented the sole director and stockholder of the corporation and who waived formal notice of the meeting as is evidenced by his signature at the conclusion of these minutes.

MICHAEL G. KRIZMANICH presided at the meeting and recorded the minutes.

The meeting was called for the purpose of discussing a proposed amendment to the Articles of Incorporation changing the name of the corporation to Choice Acceptance Corporation. Upon motion duly made and carried, it was

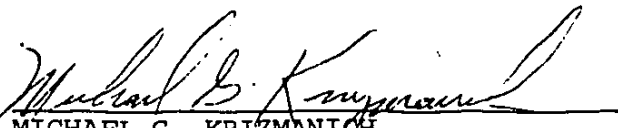
RESOLVED, that the corporation's Articles of Incorporation filed with the office of the Secretary of State, State of Florida, on August 7, 1996 shall be amended to reflect the change of the corporation's name from Choice Auto Rental Sales, Inc. to the new name, Choice Acceptance Corporation. The appropriate officers of the corporation shall cause to be filed with office of the Secretary of State, Division of Corporations, the appropriate amendments or other paperwork to effect this name change. It is further

RESOLVED that the signing of these minutes by the sole Director and Stockholder of the corporation shall constitute full ratification thereof and waiver of notice of

the meeting by the signatories.

There being no further business to come before the board, the meeting was, upon motion duly made and seconded, adjourned.

DATED: September 29, 1997.


MICHAEL G. KRIZMANICH,
Director and sole Stockholder