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TRANSMITTAL LETTER

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

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-09/06/96--01042--023
*****78.75 *****78.75

SUBJECT: Auto Refinance, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☒ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Murray Halperin
Name (printed or typed)

10401 S.W. 18th ST.
Address

DAVIE, FL 33324
City, State & Zip

954-472-3839
Daytime Telephone number

FILED
96 SEP -5 AM 10:45
DIVISION OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

9-10-96
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ARTICLES OF INCORPORATION OF AUTO REFINANCE, INC.

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

Article 1. Name and Address. The name of the Corporation is Auto Refinance, Inc. The principal office and mailing address of the Corporation is 10401 S.W. 18th Street, Davie, Florida 33324.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purpose for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this purpose in any way.

B. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 2,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the Initial Registered Office of the Corporation is 10401 S.W. 18th Street, Davie, Florida 33324 and the name of the Registered Agent at that address is Murray Halperin.

Article 6. Initial Board of Directors. The number of Directors constituting the Initial Board of Directors is two (2). The number of Directors may be increased or decreased but shall never be less than one. The name and address of each Director is as follows:

Murray Halperin 10401 S.W. 18th Street, Davie, Florida 33324

Leonard G. Wolfson 200 E. San Marino, Miami Beach, Florida 33139-1106

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify to full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

Article 10. Preemptive Rights. The Corporation elects to have preemptive rights, pursuant to Chapter 607, Florida Statutes, as amended from time to time.

Article 11. Rights of Shareholder. Each of the Initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the Initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This

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Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a two-thirds (2/3) vote of the Shareholders.

Article 13. Commencement of Corporation. In accordance with Chapter 607, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then the corporate existence shall commence upon filing by the Department of State.

Article 14. Share Transfer Restrictions. Shares in the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors.

Shareholder	Number of Shares
Murray Halperin	1,000
Leonard G. Wolfson	1,000

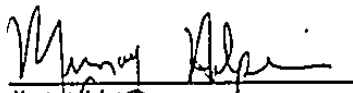

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation. Any changes regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. If a third party offers to purchase fifty-one (51%) percent or more of the outstanding shares of the Corporation (a majority and, hence, controlling interest, in the Corporation), then the Shareholders agree, subject to a vote approving such sale by two-thirds (2/3) of the shares entitled to vote at a Shareholders' meeting, that the sale of the majority interest shall require that the shares being transferred to said third party be apportioned pro-rata from among the interest of the existing Shareholders.

Article 15. Profits and Losses. Notwithstanding the allocation of shares among the Shareholders named in Article 14, the Shareholders agree that all the profits and losses of the Corporation as defined by generally accepted accounting principles shall be allocated as follows:

Murray Halperin	50%
Leonard G. Wolfson	50%

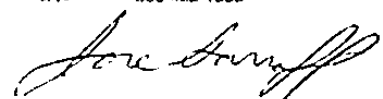
Article 16. Quorum Requirements for Shareholders Meeting. A quorum of shareholders shall consist of two-thirds (2/3) of the shares entitled to vote at a meeting of shareholders.


IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 25 day of June 1996.


Murray Halperin

Leonard G. Wolfson



JOSE SARRAFF
My Commission CC431370
Expires Jan. 03, 1999
Bonded by HAI
800-422-1555



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STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before me personally appeared Murray Halperin, to me well known and personally known to me to be the person described above or who provided a FL DL as identification and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 25 day of June, 1998.

Jose Sarraff
Notary Public

My commission expires: Jan 3 1999

Murray Halperin
Murray Halperin

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me personally appeared Leonard G. Wolfson, to me well known and personally known to me to be the person described above or who provided a FL DL as identification and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 25 day of June, 1998.

Jose Sarraff
Notary Public

My commission expires:

Leonard G. Wolfson
LG Wolfson



JOSE SARRAFF
My Commission CC431370
Expires Jan. 03, 1999
Bonded by HAI
800-422-1555



JOSE SARRAFF
My Commission CC431370
Expires Jan. 03, 1999
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Auto Refinance, Inc.

2. The name and address of the registered agent and office is:

Murray Halperin
(NAME)

10401 S.W. - 18th ST.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DAVIE, FL. 33324
(CITY/STATE/ZIP)

FILED
96 SEP -6 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I 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 obligations of my position as registered agent.

Murray Halperin
(SIGNATURE)

7/07/96
(DATE)