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Mr. Padraic Eoin Mulvihill
Suite 104 - The Atlantic Building
8761 Perimeter Park Blvd.
Jacksonville, FL 32216
(904) 564 - 2400

Via Federal Express
Private and Confidential
October 14, 1996

Florida Department of State
"New Filings Section"
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300001986743--8
-10/28/96--01016--001
*****70.00 *****70.00

re: Incorporation of AutoBANC GROUP USA, Inc.

Gentlemen:

- (1) A set of the Articles of Incorporation for "AutoBANC GROUP USA, Inc." is enclosed.
- (2) Enclosed is a check for \$70.00 (payment for a "without certified copy") to pay for the initial incorporation fees.
- (3) Please note: I have enclosed the letter from the Department of Banking and Finance which shows our compliance with Section 655.922 (2)(a) of the Florida Statutes, and with the Florida Administrative Code (Chap. 32-105.100); and, the mandatory publishing in the Florida Administrative Weekly.

If you have any questions, please call me at: (904) 564 - 2400. Thank you in advance for your kind assistance.

Sincerely,

Padraic Eoin Mulvihill
enclosures

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT 15 AM 9:46

New Articles
Sp 10/18/96



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

October 15, 1996

Mr. Padraic Eoin Mulvihill
Senior Vice President/Corporate Secretary
Express AutoBANC, Inc.
3500 Philips Highway
Jacksonville, FL 32207

Dear Mr. Mulvihill:

Re: "AutoBANC GROUP USA, Inc "

On September 10, 1996, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning September 20, 1996, for 21 days until October 11, 1996 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a financial institution shall, in this state:

(a) Transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner;

(b) Use any name, word, sign, symbol, or device in any context or in any manner; or

(c) Circulate or use any letterhead, billhead, circular paper, or writing of any kind or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a financial institution or which is likely to lead any person to believe that such business is that of a financial institution; however, the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or the plural of any thereof, may be

October 15, 1996
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used by, and in the corporate or other name or title of, any company which is or becomes a financial institution holding company pursuant to federal law; any subsidiary of any such financial institution holding company which includes as a part of its name or title all or any part, or abbreviations, of the name or title of the financial institution holding company of which it is a subsidiary; any trade organization or association, whether or not incorporated, functioning for the purpose of promoting the interests of financial institutions or financial institution holding companies, the active members of which are financial institutions or financial institution holding companies; and any international development bank chartered pursuant to part II of chapter 663.

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a financial institution or trust company. Therefore, the Department is able to grant your request for approval of the corporate name "AutoBANC GROUP USA, Inc."

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building-Suite 636
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

CERTIFICATE OF INCORPORATION
OF
AutoBANC GROUP USA, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 15 AM 9:46

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this corporation shall be: **AutoBANC GROUP USA, Inc.**

The address of the principal office of this corporation shall be: Suite 104 - The Atlantic Bldg., 8761 Perimeter Park Blvd., Jacksonville, Florida 32216.

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is as follows:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of Five Million (5,000,000) shares of stock with a par value of One Cent per share (\$0.01) par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at reasonable and fair value as determined by the directors and agreed upon by the subscriber.

ARTICLE IV

Amount of Capital With Which to Begin Business

The amount of capital with which to begin this business shall be One Thousand Dollars (\$1,000.00).

ARTICLE V

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office

The initial registered office of this corporation shall be Suite 104 - The Atlantic Bldg., 8761 Perimeter Park Blvd., Jacksonville, Florida 32216. This shall be the registered office and PADRAIC EOIN MULVIHILL shall be the registered agent.

ARTICLE VII

Number of Directors

Initially, this corporation shall have three directors. The By-Laws shall provide for any increase based on a majority vote of the shareholders.

ARTICLE VIII

Name and Post Office Address of the Members of the First Board of Directors

The names and post office addresses of the members of the first board of directors is as follows:

Padraic Eoin Mulvihill - Secretary/Director,
Suite 104 - The Atlantic Building, 8761 Perimeter Park Blvd.,
Jacksonville, FL 32216;

James R. Johnson - President/Director,
Suite 104 - The Atlantic Building, 8761 Perimeter Park Blvd.,
Jacksonville, FL 32216;

Patricia D. Smith - Treasurer/Director,
Suite 104 - The Atlantic Building, 8761 Perimeter Park Blvd.,
Jacksonville, FL 32216.

ARTICLE IX

Restricted Transfer

All share certificates issued shall reflect on the face that a transfer is restricted as required by Florida Statute, section 607.0627. It is contemplated that each shareholder shall provide services to the corporation and have familiarity with the operations of the business. Shares may not be transferred without the unanimous consent of all directors. No shareholder may pledge or alienate any interest in the shares without the unanimous consent of all directors. In the event a shareholder cannot provide services or there is a necessity for any shares to be transferred, the corporation has a first option to acquire all such shares for the par value of \$0.01 per share.

ARTICLE X
Amendments

The articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the holder or holders or a majority of the stock with the right to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid on this 11th day of October, 1996.



Padraic Eoin Mulvihill

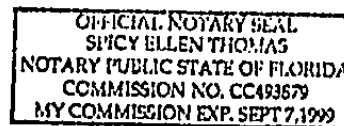
STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, Padraic Eoin Mulvihill, who is the person known to me to be the person described in and who executed the foregoing Certificate of Incorporation, for AutoBANC GROUP USA, Inc., and he acknowledged the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Jacksonville, Florida this 16th day of October, 1996.



NOTARY PUBLIC, State of Florida
My commission expires:



ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

The designated registered agent for AutoBANC USA, Inc., in the certificate of incorporation for that entity filed with the Secretary of State, Division of Corporations for State of Florida, states that it is familiar with and hereby accepts the duties and responsibilities as registered agent and agrees to be fully responsible for the completion of the duties arising therefrom. The business address of the registered agent:
Suite 104 - The Atlantic Building, 8761 Perimeter Park Blvd., Jacksonville, FL 32216.

REGISTERED AGENT


PADRAIC EOIN MULVIHILL

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, Padraic Eoin Mulvihill, who is the person known to me to be the person described in and who executed the foregoing acceptance as registered agent for AutoBANC GROUP USA, Inc., a Florida corporation, and he acknowledged before me, according to law, that he made and subscribed same for the uses and purposes mentioned and set forth herein.

WITNESS my hand and official seal at Jacksonville, Florida this 16th day of October, 1996.


NOTARY PUBLIC, State of Florida
My commission expires:

