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TALLAHASSEE, FL 32301-2607

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PROVIDENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 191395 145869A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 122.50

RECEIVED
DIVISION OF CORPORATIONS
96 DEC 17 PM 1:46

ORDER DATE : December 17, 1996

ORDER TIME : 11:15 AM

ORDER NO. : 191395-005

CUSTOMER NO: 145869A

CUSTOMER: Laurence H. Bartlett, Esq
LAURENCE H. BARTLETT, P.A.

200002031222--7

P. O. Box 1982

Daytona Beach, FL 32115

DOMESTIC FILING

NAME: UNION CREDIT SALES AND
LEASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

12/17

ARTICLES OF INCORPORATION
OF
UNION CREDIT SALES AND LEASING, INC.

RECEIVED
SECRETARY OF STATE
CORPORATIONS
DIVISION
95 DEC 17 PM 1:47

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

UNION CREDIT SALES AND LEASING, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is as follows:

A. To engage in the business to buy, sell and lease automobiles and various other ventures; and to exercise generally such powers as may be incidental to or convenient for the purposes and business of this corporation.

B. To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of specific powers and purposes shall not be held to limit or restrict in any manner the business of the corporation.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock. Each share shall have a par value of \$.01 per share.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Address

The initial street address of the principal office of this corporation in the State of Florida is 524 Mason Avenue, Daytona Beach, Florida 32117. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have one Director, initially. The number of Directors may be increased or diminished from time to time, by By Laws adopted by the stockholders.

ARTICLE VII

The name and street address of the director of the first Board of Directors is:

Name

Teresa Vasile

Address

524 Mason Avenue
Daytona Beach, FL 32117

ARTICLE VIII

The name and street address of the incorporator of these Articles of Incorporation is: Teresa Vatile, 524 Mason Avenue, Daytona Beach, FL 32117.

ARTICLE IX

Resident Agent

This corporation hereby names Laurence H. Bartlett, 125 North Ridgewood Avenue, Daytona Beach, Florida, as its agent to accept service of process within the State and designates said address as the place of business of the corporation for service of process.


IN WITNESS WHEREOF, the undersigned incorporators, who are natural persons who are competent to contract under the laws of the State of Florida, by these presents do hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

UNION CREDIT SALES AND LEASING, INC.

and they request that the Department of State file these Articles of Incorporation as of the date and time indicated in Article Two hereof, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporators do hereby set their hands and seals at Daytona Beach, Volusia County, Florida this 11 day of December, 1998.


TERESA VASILE, INCORPORATOR

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for the said corporation.


LAURENCE H. BARTLETT
Registered Agent

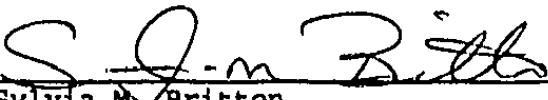
STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of
UNION CREDIT SALES AND LEASING, INC.

were acknowledged before me by TERESA VASILE this 11
day of December, 1996.



SYLVIA M. BRITTON
MY COMMISSION # CC320357 EXPIRES
October 25, 1997
BONDED THRU TROY FAIR INSURANCE, INC.



Sylvia M. Britton
Notary Public - State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of LAURENCE H. BARTLETT was acknowledged before me by LAURENCE H. BARTLETT, this 11 day of December, 1996.



SYLVIA M. BRITTON
MY COMMISSION # CC320357 EXPIRES
October 25, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


Sylvia M. Britton
Notary Public - State of Florida
My commission expires:

96 DEC 17 PM 1:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS