

LAW OFFICES OF
TRADER & TRADER

903 E. STRAWBRIDGE AVE. - P.O. BOX 1836

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EDWARD L. TRADER
J. RUDI TRADER, P.A.

P97000002390

December 2, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida, 32314

400002045724--4
-01/03/97--01159--011
****122.50 ****122.50

Re: Loan A Bone, Inc.

Gentlemen:

Enclosed is the original Certificate of Incorporation of Loan A Bone, Inc., along with the signed Acceptance by Registered Agent of Loan A Bone, Inc.

Also enclosed is my check payable to the Florida Department of State in the amount of \$122.50. Please send me a certified copy when this corporation has been entered.

Thank you for your prompt attention to this matter.

Sincerely,


J. Rudi Trader

JRT/cc

Encls. (as stated)

JAN 2 1997

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97 JAN -3 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 JAN -3 PH 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

LOAN A BONE, INC.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be Loan A Bone, Inc.

ARTICLE II

The general nature of the business and the objects and purposes of the corporation shall be to do any and all of the things hereafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

To carry on and conduct in all its branches and departments, as principal or agent, the business of loaning and renting automobiles.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is Five Hundred (500) shares at Ten Dollar (\$10.00) par value, all of which shall be common stock and shall be fully paid and nonassessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall commence business is One Thousand Dollars (\$1,000.00).

ARTICLE V

The registered agent shall be J. Rudi Trador, Esquire, and the address of the resident agent and the

initial registered office of this corporation is 903 East Strawbridge Avenue, Melbourne, Florida, 32901; and the address of the office of this corporation shall be 6945 A Sonny Dale Drive, West Melbourne, Florida, 32904, with the privilege of having branch offices at any other place within or without the State of Florida.

ARTICLE VI

The highest amount of indebtedness to which this corporation may obligate itself will be Five Hundred Thousand Dollars (\$500,000.00).

ARTICLE VII

The principal place of business of said corporation shall be 6945 A Sonny Dale Drive, West Melbourne, Florida.

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be:

Dennis M. McCarthy	President	1804 NE Cocoa Plum St.
	Secretary	Palm Bay, Florida
	Treasurer	32905

Michael Sebastiani	Vice President	6945 C Sonny Dale Drive
		West Melbourne, Florida

ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock subscribed for each of the incorporators is as follows


Dennis M. McCarthy	90 Shares	1804 NE Coco Plum St.
		Palm Bay, FL 32905

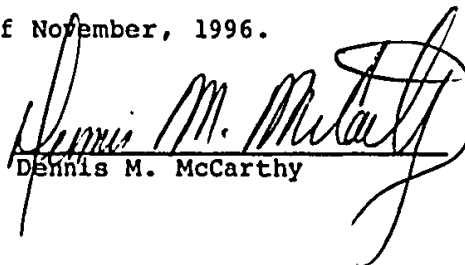
Michael Sebastiani	10 Shares	6945 C Sonny Dale Drive
		West Melbourne, Florida

ARTICLE IX

Stockholders of this corporation may enter into such stockholders' and trustee's agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustees' agreements.

IN WITNESS OF THE FOREGOING, I have hereunto set our hand and seal and acknowledged to be filed in the Office of the Secretary of State the foregoing Certificate of Incorporation, this 22nd day of November, 1996.


Michael Sebastiani


Dennis M. McCarthy

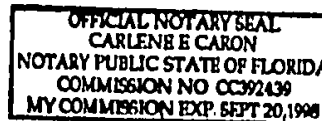
STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, authorized to take acknowledgments and administer oaths, personally appeared Dennis M. McCarthy to me well known to be the person who executed the foregoing Certificate of Incorporation, and acknowledged before me that he signed the same for the purposes therein stated.

WITNESS my hand and seal this 22nd day of November, 1996.


Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF BREVARD

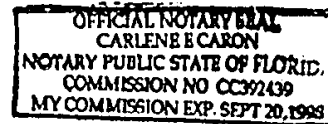


Before me, the undersigned authority, authorized to take acknowledgments and administer oaths, personally

appeared Michael Sebastiani to me well known to be the person who executed the foregoing Certificate of Incorporation, and acknowledged before me that he signed the same for the purposes therein stated.

WITNESS my hand and seal this 2nd day of December
~~November~~, 1996.

Carlene E. Caron
Notary Public
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT
OF LOAN A BONE, INC.**

I, J. Rudi Trader, hereby state that I am familiar
with and accept the duties and responsibilities as registered
agent for Loan A Bone, Inc.

Dated this 2nd day of December, 1996.



J. Rudi Trader