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SCOTT R. NABORS
A PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
456 HARRISON AVENUE
PANAMA CITY, FLORIDA 32401
(904) 763-7525
FAX (904) 763-7538

January 27, 1997

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

Attn: New Filings
Auto Finance America, Inc.
Re: Gibraltar Financial, Inc.

700002071457--5
-01/28/97--01177--010
****122.50 ****122.50

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation, as well as a check in the sum of \$122.50 for your fee. After filing has been completed please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact Mr. Nabors or myself.

Sincerely yours,

Lynda Demme
Lynda Demme
Legal Secretary to
Scott R. Nabors

/ld

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W97-2551

FILED
97 FEB 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER FEB 17 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 3, 1997

SCOTT R. NABORS, ATTY.
456 HARRISON AVENUE
PANAMA CITY, FL 32401

SUBJECT: GIBRALTAR FINANCIAL, INC.
Ref. Number: W97000002551

We have received your document for GIBRALTAR FINANCIAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 797A00005363

SCOTT R. NABORS
A PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
456 HARRISON AVENUE
PANAMA CITY, FLORIDA 32401
(904) 783-7525
FAX (904) 783-7538

February 14, 1997

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

Attn: New Filings


Re: Auto Finance America, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation. Pursuant to your letter dated February 3, 1997, a copy of which is enclosed, you are holding our check in the sum of \$122.50 for your fee. After filing has been completed please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact Mr. Nabors or myself.

Sincerely yours,



Lynda Demme
Legal Secretary to
Scott R. Nabors

/ld

Enc. as state

**ARTICLES OF INCORPORATION
OF
AUTO FINANCE AMERICA, INC.**

FILED
97 FEB 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is Auto Finance America, Inc. The mailing address of the corporation is 456 Harrison Avenue, Panama City, Florida 32401.

SECOND:

The corporation is to commence its corporate existence on the date of the filing of these articles with Florida Department of State, and the period of duration of the corporation is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

FIFTH:

The address of its principal and initial registered office is 456 Harrison Avenue, Panama City, Florida 32401, and the name of its initial registered agent at said address is Scott R. Nabors.

SIXTH:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by or under the direction of the officers without a board of directors.

SEVENTH:


The name and address of the incorporator is as follows:

Scott R. Nabors
456 Harrison Avenue
Panama City, Florida 32401

EIGHTH:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 14th day of February 1997.


Scott R. Nabors, Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to before me this 14th
day of February, 1997, by Scott R. Nabors. He is personally
known to me.



Lynda K.H. Demme
(Signature of Acknowledger)

(Typed or printed name)

NOTARY PUBLIC

Certificate No. _____

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, at the place designated in these articles, I hereby state that I am familiar with and accept the obligations of the position, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

[Signature]

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97 FEB 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA