



THE UNITED STATES
CORPORATION
COMPANY

P97000039371

ACCOUNT NO. : 072100000032

REFERENCE : 352261 7123153

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : May 2, 1997

ORDER TIME : 10:27 AM

2000002163442--1

ORDER NO. : 352261-005

CUSTOMER NO: 7123153

CUSTOMER: Mercedes Padin, Esq
NAL ACCEPTANCE CORPORATION

500 Cypress Creek Road, West

Fort Lauderdale, FL 33309

DOMESTIC FILING

NAME: AFCO FINANCE CORPORATION

****FILE FIRST****

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: Kim Clemons

EXAMINER'S INITIALS

RECEIVED
MAY - 2 1997
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY - 2 AM 11:46
DIVISION OF CORPORATION

844 MAY - 2 1997

**ARTICLES OF INCORPORATION
OF
AFCO FINANCE CORPORATION**

SEP 11 1974
57107-2 FILED: 10
TALLAHASSEE, FLORIDA

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: AFCO FINANCE CORPORATION.

ARTICLE I

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 1000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE II

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date these Articles are executed.

ARTICLE III

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

JOHN T. SCHAEFFER

Address of Registered Office

1633 SE 6th Street
Deerfield Beach, FL 33441

ARTICLE IV.

The name and post office address of each incorporator to these Articles of Incorporation shall be:

Name

Address

John T. Schaeffer

1633 SE 6th Street
Deerfield Beach, FL 33441

ARTICLE V

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE V.

The Corporation shall have three (3) directors initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than five (5) directors.

ARTICLE VI.

The principal office and the mailing address of the Corporation shall be as follows:

Principal Office

Mailing Address

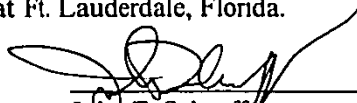
1633 SE 6th Street
Deerfield Beach, FL 33441

1633 SE 6th Street
Deerfield Beach, FL 33441

ARTICLE VII.

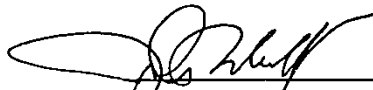
The Corporation shall indemnify and hold harmless each officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto executed these Articles of Incorporation this 1st day of May, 1997 at Ft. Lauderdale, Florida.



John T. Schaeffer

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.



John T. Schaeffer
Date: 5/1/97

5/1/97J:\MP\BERMAN\CORP-ART.1

FILED
MAY 12 1997
Ft. Lauderdale, Florida