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6/03/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
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PHONE: (954)763-1200 FAX #: (954)766-7800

NAME: RIVERBANK LEASING, INC.
AUDIT NUMBER.....H97000009072
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ARTICLES OF INCORPORATION
OF
RIVERBANK AUTOMOBILE FINANCE LEASING, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: RIVERBANK AUTOMOBILE FINANCE LEASING, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 800 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JAMES M. SCHNEIDER, ESQ., FL BAR # 214338
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
Phone No.: (954) 783-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Five Hundred (500) shares of common stock, par value \$.01 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ellis Simring
800 W. Oakland Park Boulevard, Suite 100
Fort Lauderdale, FL 33311

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director Initially.

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the initial Directors of this Corporation are:

Ellis Simring
800 West Oakland Park Boulevard
Suite 100
Fort Lauderdale, Florida 33311

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The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Ellis Simring, 800 W. Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 3rd day of June, 1997.



Ellis Simring, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

RIVERBANK AUTOMOBILE FINANCE LEASING, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 800 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311 has named Ellis Simring, 800 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Ellis Simring

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ROBERT F. MELLIGAN
COMPTROLLER OF FLORIDA

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

March 6, 1997

Mr. Steve Rasabi
President
Riverbank Services, Inc.
600 W. Oakland Park Blvd.
Suite 100
Fort Lauderdale, FL 33311

RE: "Riverbank, Inc.", Riverbank Services, Inc., Riverbank Acceptance, Inc."

Dear Mr. Rasabi:

Reference is made to your letter of March 5, previous correspondence and telephone conversations concerning the above subject matter.

It is our opinion that the words "Automobile Finance" incorporated into the above referenced corporate titles is definitive enough to differentiate the business being conducted from that of a financial institution, trust company or holding company.

If you should have any further questions concerning this matter, please advise.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
The Fletcher Bldg. - 5th Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kt

cc: Karon Eayer - Chief, Bureau of Corporations - Secretary of State's Office
Det. Daniel James, Wilton Manors Police Department