



**THE UNITED STATES
CORPORATION**
COMPANY

REFERENCE : 475706 7133312

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1997

ORDER TIME : 2:47 PM

ORDER NO. : 475706-005

200002248382--8

CUSTOMER NO: 7133312

CUSTOMER: Mr. Steven A. Sagal
MR. STEVE SAGAL

Suite 300
9900 West Sample Road
Pompano Beach, FL 33065

DOMESTIC FILING

NAME: MERCHANTS ACCEPTANCE
CORPORATION

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X_____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

SN JUL 28 1997.

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11 195
FLORIDA

ARTICLES OF INCORPORATION
OF
MERCHANTS ACCEPTANCE CORPORATION

ARTICLE I - NAME

The name of this Corporation is MERCHANTS
ACCEPTANCE CORPORATION

The mailing address of this Corporation is:

9900 West Sample Road, Suite 300
Coral Springs, Florida 33065

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in
any activities or business permitted by applicable law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corpora-
tion is authorized to have outstanding at any time is 1000
shares of common stock having a par value of 1.00 per share.
The consideration to be paid for each share of stock shall
be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation
shall be 9900 West Sample Road, Suite 300, Coral Springs,
Florida 33065 and the initial registered agent of this Cor-
poration at such office shall be Steve Sagal who upon
accepting this designation agrees to comply with the
provisions of Section 48.091, Florida Statutes, as amended
from time to time, with respect to keeping an office open
for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Steve Sagal	990 West Sample Rd., Suite 300 Coral Springs, Florida 33065

ARTICLE VII - BY-LAWS

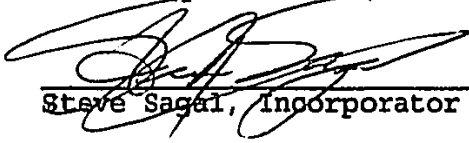
The By - Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or the Directors.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Steve Sagal	990 West Sample Rd., Suite 300 Coral Springs, Florida 33065

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of JULY, 1997.

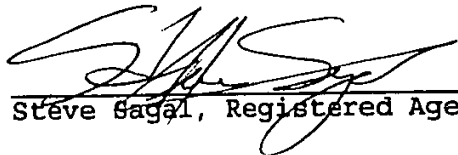


Steve Sagal, Incorporator

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of MERCHANTS ACCEPTANCE CORPORATION and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date: JULY 22, 1997


Steve Sagal, Registered Agent

RECEIVED
JUL 23 1997
TALLAHASSEE
FLORIDA