

KENNETH N. HANKIN

14614 S. W. 174 TERRACE
MIAMI, FLORIDA 33177
PHONE [305] 232-1930
FAX [305] 232-2742

P97000096454

October 27, 1997

Office of the Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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RE: Articles of Incorporation
AutoFinance Companies of America, Inc.

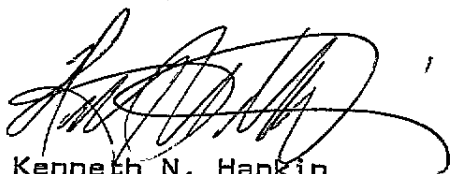
Gentlemen:

Please find enclosed two duplicate originals of the proposed Articles of Incorporation for AutoFinance Companies of America, Inc. together with a remittance in the amount of \$122.50 for the payment of fees incident to this filing.

Please forward a certified copy of the Articles at your earliest convenience to the above address, not the corporation's address.

Thanks for your time and immediate cooperation.

Sincerely,



Kenneth N. Hankin

KNH/ib

Enclosures

2544
W97-24763

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 PM 1:50

14614 S. W. 174 TERRACE
MIAMI, FLORIDA 33177
PHONE [305] 232-1930
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Auto Finance Companies of America, Inc.

Kenneth N. Hankin
Dominic V. Venturella
Principals

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 PM 1:50

November 3, 1997

Office of the Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

ATTENTION: Ms. Claretha Golden, Document Specialist

RE: Articles of Incorporation
AutoFinance Companies of America, Inc.
Reference Number: W97000024703

Dear Ms. Golden:

With reference to our phone call this morning, we are aware that there is an active Florida profit corporation with the name of Auto Finance America, Inc. at 456 Harrison Avenue, Panama City, FL 32401.

Thank you for advising us of this situation. Upon receipt of this letter please expedite our corporate documents as quickly as possible.

Thank you.

Sincerely,

Kenneth N. Hankin

KNH/ib

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 PM 1:50

October 30, 1997

KENNETH N. HANKIN
14614 S.W. 174 TERRACE
MIAMI, FL 33177

SUBJECT: AUTOFINANCE COMPANIES OF AMERICA, INC.
Ref. Number: W97000024703

We have received your document for AUTOFINANCE COMPANIES OF AMERICA, INC.. However, the document has not been filed and is being returned for the following:

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 497A00052707

ARTICLES OF INCORPORATION

OF

AUTOFINANCE COMPANIES OF AMERICA, INC.

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 PM 1:50

ARTICLE I - NAME

The name of this corporation is AutoFinance Companies of America, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of transacting business relating to, but not necessarily limited to, preparation of financial arrangements with various lending institutions for varied business purposes. The corporation is further authorized to act as agent for both the lender and the corporation's clients. The corporation shall be in the business of procuring financial arrangements of any kind or context and to conduct such other business as may be lawful under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock which shall have a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial mailing address and street address of the corporation is 720 S. W. 68 Boulevard, Pembroke Pines, FL 33023 and the name and address of the initial registered agent is Kenneth N. Hankin at 14614 S. W. 174 Terrace, Miami, FL 33177.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time in accordance with the by-laws of the corporation. The names and street addresses of the initial Board of Directors are:

NAME	ADDRESS
Kenneth N. Hankin	14614 S. W. 174 Terrace Miami, FL 33177
Dominic V. Venturella	720 S. W. 68 Boulevard Pembroke Pines, FL 33023

ARTICLE VII - INCORPORATOR

The name and address of each person signing these Articles is:

NAME	ADDRESS
Kenneth N. Hankin	14614 S. W. 174 Terrace Miami, FL 33177

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27th day of October, 1997.



Kenneth N. Hankin

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.



Kenneth N. Hankin

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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