

P97000102274



ACCOUNT NO. : 072100000032

REFERENCE : 622081 4303929

AUTHORIZATION :

Patricia Pujols
COST LIMIT : \$ 122.50

ORDER DATE : December 4, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 622081-005

CUSTOMER NO: 4303929

400002362794--2

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: THE CAR MART PROTECTION PLUS,
INC.

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: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 DEC -4 PM 12: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -4 AM 11: 36
DIVISION OF CORPORATION

me 12/4/97

ARTICLES OF INCORPORATION
OF
THE CAR MAT PROTECTOR PLUS, INC.

FILED
97 DEC -4 PM 12: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is THE CAR MAT PROTECTOR PLUS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is P.O. Box 83-3842 Hollywood, Florida 33083-8342.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 860 N.W. 207th Street City of Miami, County of Dade, State of Florida 33169, and the name of its initial registered agent at such office is Caroline Gray.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number

of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Gifford T. Williams
860 N.W. 207 Street
Miami, Florida 33169

Caroline Gray
860 N.W. 207 Street
Miami, Florida 33169

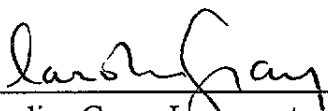
ARTICLE VII

The name of the Incorporator is Caroline Gray and the address of the Incorporator is 860 N.W. 207 Street, Miami, Florida 33169.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3rd day of December, 1997.



Caroline Gray - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of THE CAR MAT PROTECTOR PLUS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Caroline Gray - Registered Agent

Dated: December 3rd, 1997

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TALLAHASSEE, FLORIDA