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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: STAR AUTO LEASING & SALES, INC.

AUDIT NUMBER.....H97000020993

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
STAR AUTO LEASING & SALES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Star Auto Leasing & Sales,
Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of
\$1.00 par value, which said shares shall be designated as
"Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office
of the Corporation is 4296 N.E. 7 Avenue
Oakland Park, FL 33334.

The name of the initial Registered Agent of this
Corporation is Joseph Zafonte.

Michael K. Fish, CPA, P.A.
7700 N. Kendall Drive, Suite 501
Miami, Florida 33156
(305) 279-8484

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director.
The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Joseph Zafonte
4296 N.E. 7 Avenue
Oakland Park, FL 33334

ARTICLE VII - INCORPORATOR

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

Joseph Zafonte
4296 N.E. 7 Avenue
Oakland Park, FL 33334

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

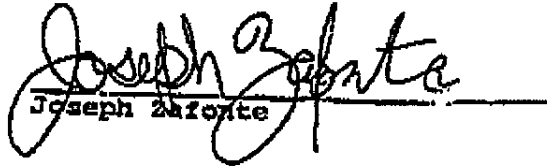
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ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

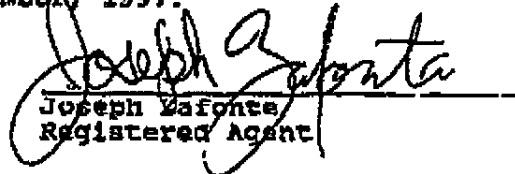
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of December, 1997.


Joseph Zafonte

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of December, 1997.


Joseph Zafonte
Registered Agent

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