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January 12, 1998

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Secretary of State
Division of Corporations
Corporate Records Bureau
Room 2001, The Capitol
Tallahassee, FL 32301

Re: International Auto Leasing, Inc.

Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation of International Auto Leasing, Inc. Also, please find enclosed my check in the sum of \$122.50 in payment of the filing fee, resident agent fee, and cost of a certified copy.

Please file the Articles and return a copy together with a certified copy of the Charter.
Thank you for your prompt attention to this matter.

Very truly yours,



ALAN E. GREENFIELD

FILED
98 JAN 16 PM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encls: (as stated)

cc: Robert Matalon

F. CHESSEB JAN 16 1998

ARTICLES OF INCORPORATION
OF
INTERNATIONAL AUTO LEASING INC.

FILED
98 JAN 16 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is: **INTERNATIONAL AUTO LEASING, INC.**

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 1000 shares of \$.50 par value common stock, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 11445 North Bayshore Drive, Miami, Florida 33181. The name of the initial registered office and initial registered agent of this corporation is **ALAN E.**

GREENFIELD, Esq., 2600 Douglas Road, Suite #911, Coral Gables, FL 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The names and addresses of the initial directors and officers of this corporation are:

NAME:

ADDRESS:

ROBERT MATALON, President,
Secretary-treasurer and Director

11445 North Bayshore Drive
Miami, FL 33181.

ARTICLE VIII

INCORPORATORS: The names and address of the persons signing these Articles of Incorporation are:

Alan E. Greenfield, 2600 Douglas Road - Ste. #911
Coral Gables, FL 33134.

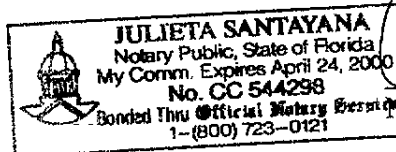
ARTICLE IX

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 13 day of January, 1998.

Alan E. Greenfield
ALAN E. GREENFIELD

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

WITNESS my hand and official seal in the County and State aforesaid, this 12th
day of January, 1998.




NOTARY PUBLIC, STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE MADE.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **INTERNATIONAL AUTO LEASING, INC.**, with its principal office, located at 11445 North Bayshore Drive, Miami, FL 33181 has named **ALAN E. GREENFIELD, Esq.**, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.


ALAN E. GREENFIELD, Esq.
Registered and Resident Agent

FILED
98 JAN 16 PM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA