

P9800041854

Charter Number Only

Requestor's Name
ALLEN A. BALDWIN
Address
308 St. Johns Ave.
Palatka, FL 32177
City State ZIP Phone

VALIDATION ONLY

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-08/18/98--01014--007
****122.50 ****122.50

CORPORATION(S) NAME

Source One Financial Acceptance Corp.

FILED
98 AUG 18 AM 10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

cert.
RECEIVED
98 AUG 18 AM 9:12
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SOURCE ONE FINANCIAL ACCEPTANCE CORP.,

FILED
98 AUG 18 AM 10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to theses articles of Incorporation, a natural person competent to contract, hereby binds himself to form a corporation under the laws of the State of Florida.

1. CORPORATE NAME

The name of this corporation is SOURCE ONE FINANCIAL ACCEPTANCE CORP.,

2. TERM

This corporation shall have perpetual existence.

3. CORPORATE PURPOSE

To include the transaction any or all Lawful business for which corporations may be incorporated under the Florida general Corporation Act.

4. CAPITAL STOCK

The number of shares that may be issued by the corporation is 100 shares of common stock of the par value of five dollars per share.

Any share holder desiring to sell any of the shares of the corporation shall first offer said shares to the corporation, at current value. Such shareholder shall give written notice to the secretary of the corporation of his intention to sell such shares. The corporation shall have 30 days from the receipt of such notice within which to exercise its option to purchase said shares, the other shareholders shall be granted the opportunity to purchase the shares, each in proportion to the number of shares which he already holds. Afterward, the shareholder may offer his shares to others, as he desires. However, no stockholder shall transfer his shares to (1) A person who does not consent to be taxed under Subchapter S, (2) to a non-resident alien, (3) to a trust corporation, or other organization that may not be a stockholder corporation electing under subchapter S, (4) to two or more persons if the effect thereof will be to increase the number permitted by section 1371 of the Internal Revenue Code of 1954.

Such a transfer may be permitted by the prior consent of persons owning a majority of the outstanding shares of the corporation. No transfer of shares are to be registered agrees in writing not to file a refusal to consent to the Subchapter S election. Such agreement shall be in a form satisfactory to counsel for the corporation.

5. SUBCHAPTER S STATUS

The corporation shall elect to be taxed as a Subchapter S corporation under the Internal Revenue Code. The corporation shall only authorize and issue one class of stock (voting common).

No stockholder shall do an act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as a Subchapter S corporation.

6. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is five hundred dollars.

7. ADDRESS

The post office address of the principal office of this corporation in the State of florida is:

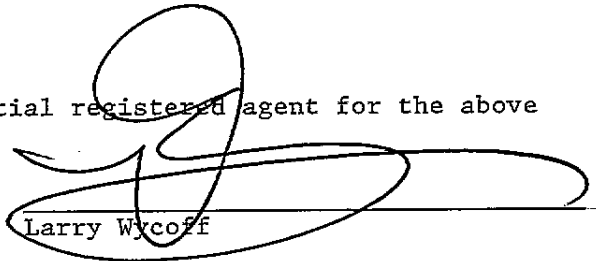
3303 Reid Street
Palatka, Florida 32177

8. REGISTERED AGENT

The name of the initial registered agent for the corporation is

Larry Wycoff
Route 1, Box 504
Palatka, Florida 32177

" I hereby accept the appointment as initial registered agent for the above corporation."



Larry Wycoff

9. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and

addresses of the initial directors are:

Larry Wycoff
Route 1, Box 504
Palatka, Florida 32177

All decisions of the Board must be unanimous in order to bind the corporation.

10. OFFICERS

The officers of the corporation shall consists of a president and a secretary treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistants and agents as may be deemed necessary may be elected or appointed by the Board of Directors. Such other officers and assistants and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

The director shall appoint officers annually, at a time to be fixed by the by-laws. The president shall manage the corporation. The signature of the president, alone, will bind the corporation, and this signature need not be attested by any other officer.

The specific duties of the corporate officer shall be as printed in the by-laws of the corporation.

The names of the officers who are to serve until the first election or appointment are:

Larry Wycoff - President & Secretary treasurer

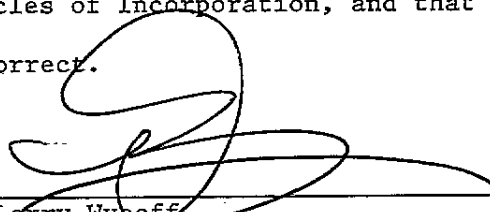
11. The names and post office addresses of the subscribers of these articles of Incorporation are:


Larry Wycoff
Route 1, Box 504
Palatka, Fl 32177

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, and the First Director thereof, has executed these Articles of Incorporation this 10 day of August, 1998.

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing Articles of Incorporation were acknowledged before me this 10
day of ~~July~~ ^{August}, 1998 by LARRY WYCOFF, who is personally known to me and who did take an
oath and say that he executed the foregoing Articles of Incorporation, and that the
facts alledged in said instrument are true and correct.


Larry Wycoff


Notary Public



Allen A. Baldwin
MY COMMISSION # CC531178 EXPIRES
May 24, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
98 AUG 18 AM 10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA