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November 11, 1998

VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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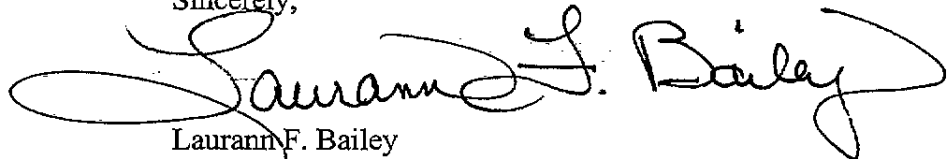
RE: PRESTIGE AUTO LEASING & SALES, INC.

To whom it may concern:

Enclosed you will find the original Articles of Incorporation for PRESTIGE AUTO LEASING, INC., a copy of the articles and a check in the amount of \$78.75, for filing fees, Certificate of Designation of Registered Agent/Registered Office. Please file with the Division of Corporations to incorporate the above referenced. Please forward a copy of the articles with filing confirmation along with the Certificate of Incorporation to this office.

If you have any questions, please feel free to contact me.

Sincerely,


Laurann F. Bailey
Secretary to H. Bart Fleet

/lfb

Enc: a/s

Per Laura, send C.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PRESTIGE AUTO LEASING & SALES, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the law of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Prestige Auto Leasing & Sales, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a nominal value or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AGENT

The street and mailing address of the initial registered office and the principal office of this corporation is 410 Mary Esther Cut-off, Suite B, Fort Walton Beach, Florida 32548. The initial registered agent at this address is Mary Alice Burris.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor more than five (5) directors. The initial board of directors shall consist of the following

person(s):

Mary Alice Burris

410 Mary Esther Cut-off
Suite B
Fort Walton Beach, FL 32548

ARTICLE VI - INCORPORATOR

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

Mary Alice Burris

410 Mary Esther Cut-off
Suite B
Fort Walton Beach, FL 32548

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and shareholders.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX - PREEMPTIVE RIGHTS

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

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

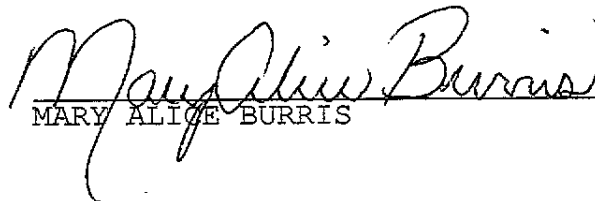
Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite her name:

Mary Alice Burris

100 shares

Shares of capital stock of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 29th day of October, 1998, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


MARY ALICE BURRIS

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 29th day of October, 1998, by Mary Alice Burris, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 29th day of October, 1998.


Notary Public




TO: THE SECRETARY OF STATE OF
THE STATE OF FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That Prestige Auto Leasing & Sales, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Articles of Incorporation at 410 Mary Esther Cut-off, Suite B, Fort Walton Beach, Florida 32548, has named Mary Alice Burris at that address as its agent to accept service of process with the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said business.


MARY ALICE BURRIS
Registered Agent

Dated: October 29, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA