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LAURENCE H. BARTLETT, P.A.
ATTORNEY & COUNSELOR AT LAW
125 NORTH RIDGEWOOD AVENUE
DAYTONA BEACH, FLORIDA 32114
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November 18, 1998

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

RE: UNITED PACIFIC LEASING, INC.

Dear Ms. Mortham:

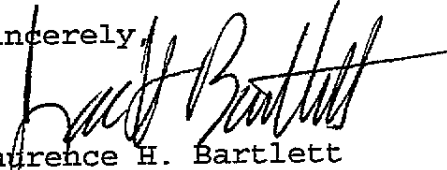
Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

800002694168--4
-11/23/98--01124--008
****122.50 *****78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,


Laurence H. Bartlett

LHB/ss
Enc.

FILED
98 NOV 23 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
11-30-98

ARTICLES OF INCORPORATION
OF
UNITED PACIFIC LEASING, INC.

FILED
98 NOV 23 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

UNITED PACIFIC LEASING, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is as follows:

A. To engage in the business to buy, sell and lease automobiles and various other ventures; and to exercise generally such powers as may be incidental to or convenient for the purposes and business of this corporation.

B. To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of specific powers and purposes shall not be held to limit or restrict in any manner the business of the corporation.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock. Each share shall have a par value of \$.01 per share.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Address

The initial street address of the principal office of this corporation in the State of Florida is 524 Mason Avenue, Daytona Beach, Florida 32117. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have one Director, initially. The number of Directors may be increased or diminished from time to time, by By Laws adopted by the stockholders.

ARTICLE VII

The name and street address of the director of the first Board of Directors is:

Name

Address

Teresa Vasile

524 Mason Avenue
Daytona Beach, FL 32117

ARTICLE VIII

The name and street address of the incorporator of these Articles of Incorporation is: Teresa Vasile, 524 Mason Avenue, Daytona Beach, FL 32117.

ARTICLE IX

Resident Agent

This corporation hereby names Laurence H. Bartlett, 125 North Ridgewood Avenue, Daytona Beach, Florida, as its agent to accept service of process within the State and designates said address as the place of business of the corporation for service of process.

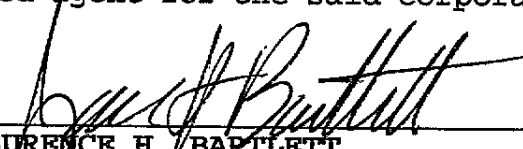
IN WITNESS WHEREOF, the undersigned incorporators, who are natural persons who are competent to contract under the laws of the State of Florida, by these presents do hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

UNITED PACIFIC LEASING, INC.

and they request that the Department of State file these Articles of Incorporation as of the date and time indicated in Article Two hereof, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporators do hereby set their hands and seals at Daytona Beach, Volusia County, Florida this 17th day of November, 1998.


TERESA VASILE, INCORPORATOR

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for the said corporation.



LAURENCE H. BARTLETT
Registered Agent

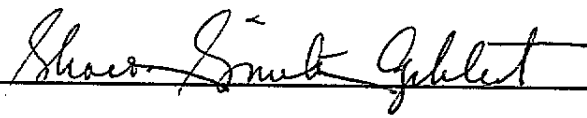
STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of
UNITED PACIFIC LEASING, INC.

were acknowledged before me by TERESA VASILE this 17th
day of November, 1998.



"OFFICIAL SEAL"
Sharon Smith Gehlert
My Commission Expires 8/1/99
Commission #CC 483087



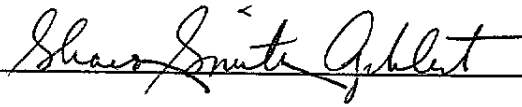
Notary Public - State of Florida
My commission expires: 8-1-99

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of LAURENCE H. BARTLETT was acknowledged before me by LAURENCE H. BARTLETT, this 17th day of November, 1998.



"OFFICIAL SEAL"
Sharon Smith Gehlert
My Commission Expires 8/1/99
Commission #CC 483087



Notary Public - State of Florida
My commission expires: 8-1-99