



THE UNITED STATES
CORPORATION
COMPANY

P98000108161

ACCOUNT NO. : 072100000032

REFERENCE : 084156 81701A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia P.

ORDER DATE : December 30, 1998

ORDER TIME : 4:05 PM

ORDER NO. : 084156-005

400002727284--4

CUSTOMER NO: 81701A

CUSTOMER: Mr. Steve J. Meredith
AAA AFFORDABLE SERVICES
AAA AFFORDABLE SERVICES
6248 103rd Street

Jacksonville, FL 32210

DOMESTIC FILING

NAME: SERVICE PLUS FINANCIAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

Dmc
12/31/98

FILED
98 DEC 31 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

98 DEC 31 AM 9:16

SERVICE PLUS FINANCIAL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is SERVICE PLUS FINANCIAL, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of no par value stock which shall be designated as "Common Stock".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 initial registered office of this corporation is 1855 Wells Road, Suite 8, Orange Park, Florida 32073 and the name of the initial registered agent of this corporation at that address is BENJAMIN J. JOHNSTON, JR.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

BENJAMIN J. JOHNSTON, JR.
3224 Merganzer Trail
Orange Park, Florida 32065

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these articles is: BENJAMIN J. JOHNSTON, JR., 3224 Merganzer Trail, Orange Park, Florida 32065.

ARTICLE IX

INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

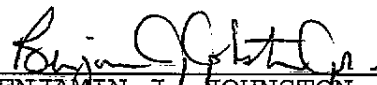
ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA

COUNTY OF DUVAL


BENJAMIN J. JOHNSTON, JR.
Incorporator

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared BENJAMIN J. JOHNSTON, JR., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 28 day of December, 19 98.


NOTARY PUBLIC IN AND FOR THE
STATE OF FLORIDA



FILED

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

58 DEC 31 AM 9:16

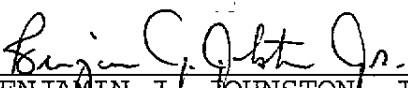
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST, that SERVICE PLUS FINANCIAL, INC. desiring to organize
or qualify under the laws of the State of Florida, with its
principle place of business at 1855 Wells Road, Suite 8, Orange
Park, Florida 32073 has named BENJAMIN J. JOHNSTON, JR. as its
agent to accept service or process within Florida. Dated
this 28 day of December, 19 98.


BENJAMIN J. JOHNSTON, JR.
Director

SECOND, that having been named to accept service of
process for the above named corporation, at the place designated in
this certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper performance of my duties.


BENJAMIN J. JOHNSTON, JR.
Registered Agent