

CITRUS AUCTION CREDIT CORPORATION

P.O. BOX 568245
ORLANDO, FL 32856

January 19, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002750028--1
-01/21/99--01084--003
****122.50 *****78.75

Re: Citrus Auction Credit Corporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Pamela N. Shaw

Pamela N. Shaw

Citrus Auction Credit Corporation
P.O. Box 568245
Orlando, FL 32856
(407)426-8252

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TALLAHASSEE FLORIDA

[Signature]

ARTICLES OF INCORPORATION

of

Citrus Auction Credit Corporation

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Citrus Auction Credit Corporation

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One hundred thousand shares of stock, par value \$ 1.00 per share.
(100,000)

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
645 W. Michigan Street		
CITY <u>Orlando</u>	FLORIDA	ZIP <u>32805</u>
Mailing address, if different		
STREET ADDRESS		
P.O. Box 568245		
CITY <u>Orlando</u>	FLORIDA	ZIP <u>32856</u>

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>Pamela N. Shaw</u>
ADDRESS <u>645 W. Michigan Street</u>
CITY <u>Orlando</u> FLORIDA ZIP <u>32805</u>

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Patrick C. Mathes, III		
ADDRESS	641 W. Michigan Street		
CITY	Orlando	STATE	FL ZIP 32805
NAME	Randy O. Burden		
ADDRESS	1611 S. Summerlin Avenue		
CITY	Orlando	STATE	FL ZIP 32806
NAME	Douglas P. Hooker		
ADDRESS	5511 Hansel Avenue		
CITY	Orlando	STATE	FL ZIP 32809

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Patrick C. Mathes, III		
ADDRESS	641 W. Michigan Avenue		
CITY	Orlando	STATE	FL ZIP 32805
NAME	Randy O. Burden		
ADDRESS	1611 S. Summerlin Avenue		
CITY	Orlando	STATE	FL ZIP 32806
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 19th day of January, 19 99.

Patrick C. Mathes, III (Signature)

Randy O. Burden (Signature)

____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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TALLAHASSEE FLORIDA

Citrus Auction Credit Corporation
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 645 W. Michigan Street
Orlando, FL 32805

has named Pamela N. Shaw

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Pamela N. Shaw
(Signature)

1-19-99
(Date)