

NORTH FLORIDA AUTO FINANCE MARKETING, INC.
830-13 A1A NORTH, SUITE 325
PONTE VEDRA BEACH, FLORIDA 32082

P 99 000018654

February 1, 1999

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

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-02/24/99--01088--013
*****70.00 *****70.00

EFFECTIVE DATE
2-22-99

RE: North Florida Auto Finance Marketing, Inc.
830-13 A1A North, Suite 325
Ponte Vedra Beach, FL 32082

Enclosed is an original and one copy of the Articles of Incorporation for North Florida Auto Finance Marketing, Inc.

A check in the amount of \$70.00 is enclosed to cover the filing fee.

Sincerely,



Craig B. O'Neal

FILED
99 FEB 24 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB FEB 26 1999

ARTICLES OF INCORPORATION
OF
NORTH FLORIDA AUTO FINANCE MARKETING, INC.
EFFECTIVE DATE
2-22-99

FILED
99 FEB 24 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

Section 1.1. Name. The name of the corporation is North Florida Auto Finance Marketing, Inc.

Section 1.2. Principal Office. The street address and mailing address of the principal office of the corporation is 830-13 A1A North, Suite 325, Ponte Vedra Beach, Florida 32082.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of one dollar (\$1.00) per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

Initial Registered Office; Resident Agent

Section 5.1. Office Address. The street address and the mailing address of the initial registered office of this corporation is 830-13 A1A North, Suite 325, Ponte Vedra Beach, Florida 32082.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Craig B. O'Neal.

ARTICLE VI

Directors

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and mailing address of the member of the first board of directors of the corporation is:

Mr. Craig B. O'Neal, 172 Crossroad Lakes, Ponte Vedra Beach, Florida 32082.

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provided that such bylaws is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:


Mr. Craig B. O'Neal, 172 Crossroad Lakes, Ponte Vedra Beach, Florida 32082.

ARTICLE IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this
22 day of Feb, 1999



Craig B. O'Neal

CERTIFICATE DESIGNATING REGISTERED OFFICE
AND RESIDENT AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes 48.091 and 607.0501, the following is submitted:

North Florida Auto Finance Marketing, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Craig B. O'Neal as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 172 Crossroad Lakes, Ponte Vedra Beach, Florida 32082.

NORTH FLORIDA AUTO FINANCE MARKETING, INC.

By [Signature]
Craig B. O'Neal, Incorporator

Date: 2-22-99

99 FEB 24 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named to accept service of acceptance for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes 607.0505 and others relative to the proper and complete performance of my duties.


[Signature]
Craig B. O'Neal

Date: 2-22-99

STATE OF FLORIDA)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgment, personally appeared CRAIG B. O'NEAL (Known to me ✓, or ID # _____) and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of FEBRUARY, 1999.

 Bonnie L. Colley
My Commission CC697773
Expires December 15, 2001

[Signature]
NOTARY PUBLIC, State of Florida

BONNIE L. COLLEY
print name:

12/15/01
My Commission Expires: _____