



THE UNITED STATES  
CORPORATION  
COMPANY

P 990000036119

ACCOUNT NO. : 072100000032

REFERENCE : 204177 7178421

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigott*

ORDER DATE : April 13, 1999

ORDER TIME : 4:27 PM

ORDER NO. : 204177-005

CUSTOMER NO: 7178421

500002845585--0

CUSTOMER: Mr. Steve Sherman 7178421  
MR. STEVE SHERMAN  
MR. STEVE SHERMAN  
Suite 400  
30 St. Clair Avenue West  
Toronto Canada, M4V3A1

DOMESTIC FILING

NAME: SUPERIOR AUTO LEASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
99 APR 20 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 APR 20 PM 4:39  
DIVISION OF CORPORATION

*4/21/99*  
*[Signature]*

ARTICLES OF INCORPORATION  
OF  
SUPERIOR AUTO LEASING, INC.

FILED  
99 APR 20 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUPERIOR AUTO LEASING, INC.

The address of the principal office of this corporation shall be 1000 West McNab Road, Suite 241, Pompano, Florida 33069, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Andrew Strauss

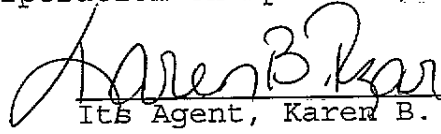
1000 West McNab Road  
Suite 241  
Pompano, FL 33069

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

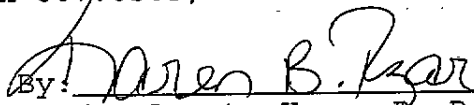
The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on April 20, 1999.

  
Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Karen B. Rozar

Authorized Service Representative  
Corporation Service Company

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 20 AM 9:00

FILED