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Prime Auto Finance  
219 Santa Barbara  
Jacksonville, FL 32254

500002950975--4  
-08/05/99--01025--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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(Corporation Name) (Document #)

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(Corporation Name) (Document #) -08/05/99--01025--008  
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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99 AUG -5 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**PRIME AUTO FINANCE, INCORPORATED**

**FILED**  
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TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is PRIME AUTO FINANCE, INCORPORATED (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 219 Santa Barbara, Jacksonville, Florida 32254, and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The names and street addresses of the Incorporators of this Corporation are:

Ronald W. Hudson  
219 Santa Barbara  
Jacksonville, Florida 32254

## **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President: Ronald Hudson  
Secretary/Treasurer: Gregory Garrison

## **ARTICLE 6 - DIRECTOR(S)**

The Directors of the Corporation shall be:

Ronald Hudson  
Gregory Garrison

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**. There will be **FOUR THOUSAND (4,000)** shares of non-voting stock, having no par value.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE 11 - REGISTERED OFFICE & REGISTERED AGENT**

The initial address of registered office of this Corporation is PRIME AUTO FINANCE, INCORPORATED, Chartered doing business as a finance company for pre-owned vehicle sales, located at 219 Santa Barbara, Jacksonville, Florida 32254. The name and address of the registered agents of this Corporation are Ronald Hudson, Chartered doing business as PRIME AUTO FINANCE, INCORPORATED, 219 Santa Barbara, Jacksonville, Florida 32254.

### **ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

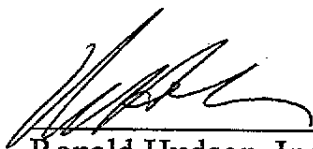
### **ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9th day of July, 1999.

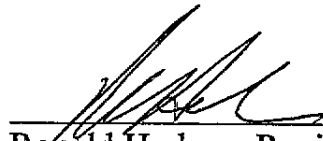


Ronald Hudson, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Ronald Hudson, Chartered doing business as PRIME AUTO FINANCE, INCORPORATED, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Ronald Hudson, Chartered doing business as  
PRIME AUTO FINANCE, INCORPORATED



\_\_\_\_\_  
Ronald Hudson, Registered Agent

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