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\*\*\*\*\*70.00 \*\*\*\*\*70.00

August 24, 1999

Florida Division of Corporations  
409 East Gaines Street  
Firestone Building  
Tallahassee, Florida 32399

Re: Millennium Auto Finance Company

Gentlemen:

Enclosed for filing are two original sets of Articles of Incorporation for Millennium Auto Finance Company, together with my check in the amount of \$70.00 for the filing fee. Please file the Articles and return one file-stamped original to me in the enclosed self-addressed envelope.

If you have any questions, please give me a call at (904) 359-7796.

Please contact us if you have any questions.

Very truly yours,

*Virginia Sharp*  
Virginia Sharp

Enclosures

kh:281333

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

99 AUG 25 PM 5:22

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 AUG 25 PM 4:15

RECEIVED

*ajc 8/25*

ARTICLES OF INCORPORATION  
OF  
MILLENNIUM AUTO FINANCE COMPANY

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is Millennium Auto Finance Company.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 2935 Heritage Trail, Jacksonville, Florida 32257.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Virginia Sharp, 2935 Heritage Trail, Jacksonville, FL 32257

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are Jeanne E. Helton, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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TALLAHASSEE, FLORIDA

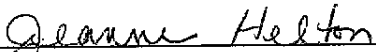
#### ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

#### ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of August, 1999.

  
\_\_\_\_\_  
Jeanne E. Helton  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, Millennium Auto Finance Company, organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Millennium Auto Finance Company
2. The name and address of the registered agent and office are Virginia Sharp, 2935 Heritage Trail, Jacksonville, FL 32257.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, VIRGINIA SHARP HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. VIRGINIA SHARP FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By: \_\_\_\_\_

Virginia Sharp

Date: August 24, 1999

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TALLAHASSEE, FLORIDA