

P95000039925

17 5/19/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 10:22 AM  
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TO: DIVISION OF CORPORATIONS FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
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STATE OF FLORIDA PO BOX 14098 SUITE 1100  
409 EAST GAINES STREET FT LAUDERDALE FL 33301-  
TALLAHASSEE, FL 32399 CONTACT: DEBBIE HICKINBOTHAM  
FAX: (904) 922-4000 PHONE: (305) 462-3300  
FAX: (305) 763-2439

NAME: AUTORICS, INC. DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
FAX AUDIT NUMBER: H9500005626 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 05/19/1995 TIME REQUESTED: 10:22:25  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 075067004147

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100 N.E. THIRD AVENUE, SUITE 1100  
FORT LAUDERDALE, FLORIDA 33301-1146  
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Mailing Address: P.O. Box 14098  
Fort Lauderdale, Florida 33302-4098

TELECOMMUNICATIONS TRANSMITTAL

TO: Division of Corporations, Dept. of State  
ADDRESS: Tallahassee, FL  
PHONE: 904-922-4000  
FROM: Debra J. Hickinbotham

Regarding our File Name: NAL/Securitization

CLIENT/MATTER # 12455-45765

Special Instructions:

Total Number of Pages: 7

Date: May 19, 1995

WE ARE TRANSMITTING ON A 3M 9165 GROUP ONE, TWO AND THREE.

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FAX AUDIT NO. H95000005626

PREPARED BY: Timothy C.  
Leixner  
Florida Bar No. 247596  
100 N.E. 3 Ave., Suite 1100  
Fort Lauderdale, FL 33301  
(305) 462-3300

ARTICLES OF INCORPORATION  
OF

AUTORICS, INC.

A Florida Corporation

The undersigned, acting as Incorporator of a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (1993), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME

The name of the Corporation is AUTORICS, INC., and the principal place of business and mailing address of the Corporation is: 500 Cypress Creek Road West, Suite 590, Fort Lauderdale, Florida 33309.

ARTICLE II  
PURPOSE

The purpose of the Corporation is to engage in only the following activities:

- (a) to acquire, own, hold, sell, transfer or pledge, or otherwise dispose of, interests in vehicle installment contracts and receivables ("Receivables"), and any related contracts, collateral or agreements;
- (b) to act as settlor or depositor of trusts formed under trust agreements, pooling and servicing agreements or other agreements to issue series (any of which series may be issued on one or more classes) of trust certificates ("Certificates") representing interests in Receivables and to enter into any other agreement providing for the authorization, issuance, sale and delivery of such Certificates;
- (c) to hold, pledge, transfer or otherwise deal with Certificates and any Certificates representing a subordinated or residual interest in Receivables ("Subordinated Interests");
- (d) to loan or to otherwise invest proceeds from Receivables, funds received in respect of Certificates or Subordinated Interests and any other income, as determined by the Corporation's board of directors;
- (e) to borrow money to facilitate any activity authorized herein; and

FAX AUDIT NO. H95000005626

(f) to engage in any lawful act or activity and to exercise any powers permitted to corporations organized under the Business Corporation Law of the State of Florida that are incidental to and necessary or convenient for the accomplishment of the foregoing purposes.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to issue is ten thousand (10,000) shares of Common Stock without par value.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have five (5) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than three (3) or more than five (5). At all times, at least two of the directors of the Corporation shall be Independent Directors and one of the officers of the Corporation shall be an Independent Officer. One person may be both an Independent Director and an Independent Officer. "Independent Director" or "Independent Officer" shall mean a director or officer, respectively, of the Corporation who shall at no time be (i) a director or officer of, or be employed by, any Affiliate, (ii) a natural person related to any director or officer of any Affiliate, (iii) a holder (directly or indirectly) of more than 5% of any voting securities of any Affiliate, or (iv) a natural person related to a holder (directly or indirectly) of more than 5% of any voting securities of any Affiliate. "Affiliate" shall mean any entity other than the Corporation (i) which owns beneficially, directly or indirectly, 10% or more of the outstanding shares of the common stock of the Corporation, (ii) which is in control of the Corporation, as defined under Section 230.405 of the Rules and Regulations of the Securities and Exchange Commission, 17 C.F.R. §230.405, (iii) of which 10% or more of the outstanding shares of its common stock is owned beneficially, directly or indirectly, by any entity described in clause (i) or (ii) above, or (iv) which is

FAX AUDIT NO. H95000005626

controlled by an entity described in clause (i) or (ii) above, as defined under Section 230.405 of the Rules and Regulations of the Securities and Exchange Commission, 17 C.F.R. §230.405.

**ARTICLE VI  
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Judith Lavori Keiser	English, McCaughan & O'Bryan, P.A. 100 N.E. Third Avenue, Suite 1100 Fort Lauderdale, FL 33301

**ARTICLE VII  
VOLUNTARY BANKRUPTCY**

Without the affirmative vote of a majority of the members of the Board of Directors of the Corporation (which must include the affirmative vote of all duly appointed Independent Directors) the Corporation will not (a) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (b) consent to the institution of bankruptcy or insolvency proceedings against it, (c) file a petition seeking or consent to reorganization or relief under any applicable federal or state law relating to bankruptcy, (d) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property, (e) make a general assignment for the benefit of creditors, (f) admit in writing its inability to pay its debts generally as they become due, or (g) take any corporate action in furtherance of the actions set forth in clauses (a) through (f) above, provided, however, that no Director may be required by any shareholder of the Corporation to consent to the institution of bankruptcy or insolvency proceedings against the Corporation so long as it is solvent.

**ARTICLE VIII  
VOTING AGREEMENTS**

No shareholder of the Corporation shall enter into a voting agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of the shareholder's shares.

**ARTICLE IX  
SEPARATE RECORDS**

The corporation shall not commingle any of its assets with the assets of any other entity or person. The Corporation shall

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maintain its financial and accounting books and records separate from those of any other entity or person. The Corporation shall pay from its assets all obligations and indebtedness of any kind incurred by the Corporation, and shall not pay from its assets any obligations or indebtedness of any other entity or person.

**ARTICLE X  
AMENDMENTS**

These Articles of Incorporation or any provisions hereof may be amended, altered, or repealed in any particular only pursuant to a unanimous vote of the full Board of Directors, and both of the two Independent Directors must specifically approve and authorize such amendment, alteration or repeal.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 19th day of May, 1995.

  
\_\_\_\_\_  
JUDITH LAVORI KEISER, Incorporator

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05.18.95..K&B

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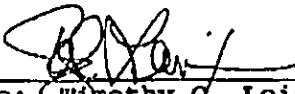
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for AUTORICS, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

EMO CORPORATE SERVICES, INC.,  
Initial Registered Agent

Date: May 19, 1995

By:   
Name: Timothy O. Leixner  
Title: Vice President

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MAY 19 PM 3:42  
1995

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05.18.95...keb

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FROM ENGLISH, MCCAUGHAN, & O'BRYAN P.A.

09.05.1995 14:33

NO. 0 P. 2

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12:25 AM

((H9500009818))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
100 NE THIRD AVE  
PO BOX 14098 SUITE 1100  
FT LAUDERDALE FL 33301-

FAX: (904) 922-4000

CONTACT: DEBBIE HICKINBOTHAM  
PHONE: (305) 462-3300  
FAX: (305) 763-2439

((H9500009818))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: AUTORICS, INC.  
FAX AUDIT NUMBER: H9500009818  
DATE REQUESTED: 09/05/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 1  
ESTIMATED CHARGE: \$87.50

CURRENT STATUS: REQUESTED  
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CERTIFICATE OF STATUS: 0  
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*Junda*

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95 SEP -5 PM 4: 04  
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TALLAHASSEE, FLORIDA

17:03 SEP -5 PM 3: 21

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September 5, 1995

AUTORICS, INC.  
500 CYPRESS CREEK RD W  
SUITE 590  
FT LAUDERDALE, FL 33309

SUBJECT: AUTORICS, INC.  
REF: P95000039925

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Linda Stitt  
Corporate Specialist

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32314

ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
FIRST FORT LAUDERDALE PLACE  
100 N.E. THIRD AVENUE, SUITE 1100  
FORT LAUDERDALE, FLORIDA 33301-1146  
Telephone (305) 462-3300  
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TO: *Secretary of State / Terry*

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FROM: *Debbie Hickinbotham*

Regarding our File Name: *NAC / Autories*

CLIENT/MATTER #: *12455-46164*

Special Instructions:

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09.05.1995 15:02

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TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER:

H9500009818

ARTICLES OF AMENDMENT OF  
AUTORICS, INC.

1. The name of the Corporation is AUTORICS, INC. (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I

NAME

The name of the Corporation is NAL FUNDING, INC. and the street address of the principal office of the Corporation is 500 Cypress Creek Road West, Suite 590, Fort Lauderdale, Florida 33309.

3. The foregoing amendment was adopted by the sole Incorporator of the Corporation without shareholder action on Sept 1, 1995, manifesting her intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1005, Florida Statutes. Since no shares have yet been issued, no shareholder action was required.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 1st day of September 1995.

Judith L. Keiser  
JUDITH L. KEISER, Incorporator

PREPARED BY: Judith L. Keiser  
ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
100 Northeast Third Avenue  
Suite 1100  
Fort Lauderdale, FL 33301  
(305) 462-3300  
Florida Bar Number: 807930

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10/23/95

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7:08 AM

((H95000011832))) PUBLIC RECORDS SECTION  
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 STATE OF FLORIDA PO BOX 14098 SUITE 1100  
 409 EAST GAINES STREET FT LAUDERDALE FL 33301-  
 TALLAHASSEE, FL 32399 CONTACT: DEBBIE HICKINBOTHAM  
 FAX: (904) 922-4000 PHONE: (305) 462-3300  
 FAX: (305) 763-2439 DOCUMENT TYPE: BASIC AMENDMENT

((H95000011837))) NAME: NAL FUNDING, INC.  
 FAX AUDIT NUMBER: H95000011832 CURRENT STATUS: REQUESTED  
 DATE REQUESTED: 10/23/1995 TIME REQUESTED: 14:08:14  
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
 NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
 ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 076067000117

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 TALLAHASSEE

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Facsimile (305) 763-2439

TELECOMMUNICATIONS TRANSMITTAL

TO: Division of Corporations  
FIRM: Department of State  
PHONE: 904/922-4000  
FROM: Debra J. Hickinbotham  
SUBJECT:

FILE NAME: NAL/General  
CLIENT/MATTER # 12455-33288  
MEMO:

Total Number of Pages Including This Page: 5

Date: October 23, 1995

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TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT  
OF  
NAL FUNDING, INC.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned Incorporator of NAL FUNDING, INC., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Restatement:

ARTICLE I

NAME

The name of the Corporation is NAL FUNDING, INC., and the principal place of business and mailing address of the Corporation is 500 Cypress Creek Road West, Suite 590, Fort Lauderdale, Florida 33309.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue is 10,000 shares of Common Stock, no par value.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

PREPARED BY: Judith L. Keiser, Esquire  
Florida Bar No. 807930  
100 N.E. 3rd Ave., Suite 1100  
Fort Lauderdale, FL 33301  
(305) 462-3300

FAX AUDIT NO. H95000011832

ARTICLE V

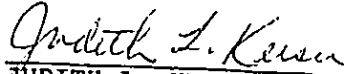
INCORPORATOR

The name and address of the Incorporator of the Corporation is Judith L. Keiser, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

\*\*\*\*\*

The foregoing Articles of Restatement restate and integrate and further amend in accordance with Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, the provisions of the Corporation's Articles of Incorporation, as theretofore amended, and there is no discrepancy between those provisions and the provisions of these Articles of Restatement.

The Incorporator of the Corporation has duly adopted these Articles of Restatement this 23rd day of October, 1995.

  
\_\_\_\_\_  
JUDITH L. KEISER, Incorporator

FAX AUDIT NO. H95000011832

**CERTIFICATE OF INCORPORATOR**

In accordance with Section 607.1007(4), the undersigned Incorporator of NAL FUNDING, INC., a Florida corporation, hereby certifies that she adopted the attached Articles of Restatement, and those amendments to the articles appearing in the Articles of Restatement do not require the approval of the Directors or Shareholders (no Directors have yet been elected and no shares have yet been issued).

Dated: October 23, 1995

  
JUDITH L. KEISER, Incorporator



1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



# P95000039925

ACCOUNT NO. : 072100000032

REFERENCE : 034783 <sup>1217D</sup>

AUTHORIZATION : *Patricia Pzyut*

COST LIMIT : \$ 35.00

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : July 29, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 034783

CUSTOMER NO: 1217D

900001906829

CUSTOMER: Kevin Carmichael, Esq  
Buchanan Ingersoll, P.c.  
1 Turnberry Place, Suite 606  
19495 Biscayne Boulevard  
N. Miami Beach, FL 33180

DOMESTIC AMENDMENT FILING

NAME: NAL FUNDING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

*1/29*  
*Jon [Signature]*

ARTICLES OF AMENDMENT  
OF  
NAL FUNDING, INC.

95 JUL 29 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Undersigned Corporation adopts these Articles of Amendment.

**FIRST:** The name of the Corporation is NAL Funding, Inc.

**SECOND:** The Articles of Incorporation of this Corporation are amended by changing the Article Numbered "  1  ", so that, as amended, said article shall read as follows:

"The name of the corporation is Special Finance, Inc."

**THIRD:** The Amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 28th day of June, 1996.

**FIFTH:** The Amendment was approved by the Shareholders. The Number of votes cast for the Amendment by the Shareholders was sufficient for approval.

<u>Class</u>	<u>No. of Shares Entitled to Vote</u>	<u>No. of Shares Voted in Favor</u>	<u>No. of Shares Voted Against</u>
Common	<u>1,000</u>	<u>1,000</u>	<u>-0-</u>

Executed on this 28th day of June, 1996.

NAL Funding Inc.

By: 

(Authorized Officer)  
John T. Schaeffer, President