



9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100,000	common		\$0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100,000	common		\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,800,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 1%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 12,550,000.00.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 125,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 5/9/02

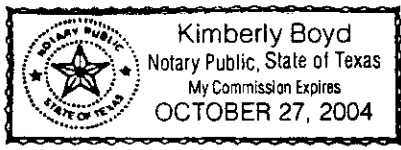
**American Financial & Automotive Services, Inc.**  
 Print Exact Name of Corporation Making Application

By [Signature]  
 President or  Vice President (check one)

By [Signature] <sup>AND</sup>  
 Secretary or  Assistant Secretary (check one)

STATE OF Texas  
 COUNTY OF Galveston

In League City, on this 9<sup>th</sup> day of May, 2002, personally appeared before me Drain Hetland + Donna Hetland who, being by me first duly sworn, declared that he/she is the PRESIDENT + SECRETARY of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



[Signature]  
 Notary Public  
 My Commission Expires October 27, 2004

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Gwyn Shea  
Secretary of State

## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

AMERICAN FINANCIAL & AUTOMOTIVE SERVICES, INC.  
Filing Number: 120962400

Articles Of Incorporation  
Change Of Registered Agent/Office

October 21, 1991  
July 19, 1993

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 22, 2002.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State