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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: ALPHA AUTO TITLE LOAN, INC.
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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF

ALPHA AUTO TITLE LOAN, INC.

The undersigned incorporator for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

ALPHA AUTO TITLE LOAN, INC.

ARTICLE II - INCORPORATION

This Corporation shall be in existence as of the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III - MAILING ADDRESS/PRINCIPAL OFFICE (CHOOSE ONE)

The principal office, and the mailing address of the Corporation shall be: 17035 South Dixie Highway, Miami, Florida 33157.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares, with a par value of One and 00/100 Dollars (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is PERLMAN AND FABER, P.A., Suite 900, 799 Brickell Plaza, Miami, Florida 33131, and the initial registered agent of this Corporation at that address is PERLMAN AND FABER, P.A.

Carol S. Faber, Esq.
PERLMAN AND FABER, P.A.
Suite 900, Brickell Centre
799 Brickell Plaza
Miami, Florida 33131

(305) 374-5646 / FBN. 371521

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ARTICLE VI - INCORPORATORS

The name and address of the incorporator to these Articles is:

Carol S. Faber, Esq.
PERLMAN AND FABER, P.A.
Suite 900, Brickell Centre
799 Brickell Plaza
Miami, Florida 33131

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, pursuant to the By-laws, but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

James R. Feldman
17035 South Dixie Highway
Miami, Florida 33157

ARTICLE VIII - MANAGEMENT

The Corporation shall be managed by a Board of Directors, unless the Shareholders shall, by a majority vote hereafter, determine that the Corporation shall be managed by the Shareholders.

ARTICLE IX AMENDMENT

These Articles may be amended, provided every amendment is approved by a majority of the Board of Directors and Shareholders.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve or have served at any time as Directors or Officers, or who, at the request of the Board of Directors or Shareholders of the

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Corporation, may serve as directors or officers of another corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, attorneys' fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other corporation, except to the extent prohibited under Florida law and except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own knowing violation of law or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-law, agreement, vote of Shareholders, or otherwise.

The private property of the Shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its Shareholders, and upon dividends due them, for any indebtedness to the Corporation of such Shareholders of the Corporation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of February, 1997.

Carol S. Faber
Carol S. Faber, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES AND THE UNDERSIGNED HEREBY ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Dated this 14 day of February, 1997.

PERLMAN AND FABER, P.A.

BY Carol S. Faber
Carol S. Faber

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