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McDANIEL & BALL, P.A.
ATTORNEYS AT LAW
1444 FIRST STREET
SARASOTA, FLORIDA 34236
(941) 952-1500
FAX (941) 953-5736

ROBERT S. McDANIEL, JR.
CHARLES H. BALL

January 13, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/18/00--01110--007
*****78.75 *****78.75

Re: CASH MART MORTGAGE, INC.

Dear Sir:

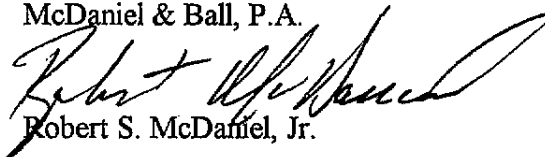
Please find enclosed an original and one copy of the above Articles of Incorporation, Certificate Designating Registered Agent and my check in the amount of \$78.75 for filing.

After the corporation has been filed, please return a certified copy for my file.

Thank you for your cooperation in this matter. If you should need anything further, please contact me.

Sincerely,

McDaniel & Ball, P.A.


Robert S. McDaniel, Jr.

FILED
JAN 18 AM 9:29
McDANIEL & BALL, P.A.
TALLAHASSEE, FLORIDA

T. Burch JAN 25 2000

FILED

00 JAN 18 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CASH MART MORTGAGE, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **CASH MART MORTGAGE, INC.**

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscribers of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 1444 First Street, Sarasota, Florida 34236.

ARTICLE VI. DIRECTORS

There shall be two directors of the corporation. The name and address of each director is as follows:

CLAY PALMER	1444 First Street Sarasota, Florida 34236
CHRIS LEMONAIDES	1444 First Street Sarasota, Florida 34236

ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as subscribers are as follows:

CLAY PALMER	1444 First Street Sarasota, Florida 34236
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ARTICLE VIII. REGISTERED OFFICE

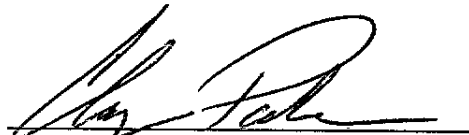
The street address of the initial registered office and the name of its original registered agent is as follows:

1444 First Street Sarasota, FL 34236	CLAY PALMER
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ARTICLE IX. AMENDMENT

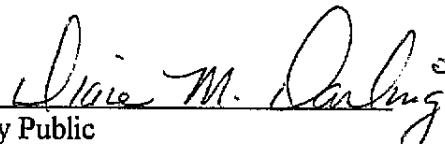
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and
filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14
day of Jan, 2000.


CLAY PALMER

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of Jan,
2000, by **CLAY PALMER**, who are personally known to me or have produced _____
as identification and who did/did not take an oath.


Notary Public

Diane M. Darling
(Print Name)

My Commission Expires:

Robert S. McDaniel, Jr.
McDANIEL & Ball, P.A.
1444 First Street
Sarasota, Florida 34236
(941) 952-1500



Diane M. Darling
MY COMMISSION # CC644236 EXPIRES
May 23, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that CASH MART MORTGAGE, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1444 FIRST STREET, SARASOTA, FLORIDA, 34236, has named CLAY PALMER, located 1444 FIRST STREET, SARASOTA, FLORIDA, 34236, as its agent to accept service of process within Florida.

Dated: _____

1/14/00


Clay Palmer, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Clay Palmer, Registered Agent

FILED
00 JAN 18 AM 9:29
STATE
TALLAHASSEE, FLORIDA