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Winter Park, Florida 32789
(407) 647-0822 - Telephone
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(850) 878-2411 TELEPHONE
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REPLY TO: TALLAHASSEE OFFICE

Tampa Office

Franklin Exchange Building
633 N. Franklin Street - Suite 601
Tampa, Florida 33602
(813) 307-0510 - Telephone
(813) 307-0415 - Facsimile

February 18, 2000
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Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

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-02/21/00--01001--020
*****78.75 *****78.75

RE: Country Cars Cash for Titles, Inc.

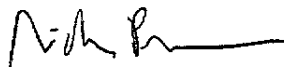
Dear Sir/Madam:

Enclosed herewith is an executed copy of the Articles of Incorporation for Country Cars Cash for Titles, Inc. Our firm check in the amount of \$78.75, made payable to Secretary of State is enclosed for this purpose. Please file and return a certified copy of the Articles of Incorporation to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

Should you have any questions regarding this request, please do not hesitate to contact me at (850)878-2411. Thank you for your assistance.

Sincerely,

IGLER & DOUGHERTY, P.A.



Richard L. Pearlman

RLP:dpb
Enclosures

APPROVED
AND
FILED
00 FEB 18 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 18 PM 3:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COUNTRY CARS CASH FOR TITLES, INC.**

The undersigned, acting as Incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Country Finance, Inc. ("Corporation") and its initial mailing address shall be 4545 South Lake Drive, Boynton Beach, Florida 33436.

ARTICLE II

The general nature of the business to be transacted by the Corporation shall be automobile financing and any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 500,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

ARTICLE IV

The term for which the Corporation shall exist shall be perpetual.

ARTICLE V

The Incorporator of the Corporation is:

Name
John Troyan

Street Address
4545 South Lake Drive
Boynton Beach, FL 33436

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 18 PM 4:09

APPROVED
AND
FILED

ARTICLE VI

The number of directors shall not be fewer than one (1). A majority of the full board of directors may, at any time during the year following the first annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill any resulting vacancies. The names and street addresses of the first director of the Corporation is:

Name
John Troyan

Street Address
4545 South Lake Drive
Boynton Beach, FL 33436

ARTICLE VII

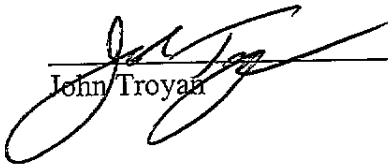
The initial officer of the Corporation is:

<u>Office</u>	<u>Name</u>	<u>Street Address</u>
Chief Executive Officer, President and Secretary	John Troyan	4545 South Lake Drive Boynton Beach, FL 33436

ARTICLE VIII

The initial registered agent for the Corporation is John Troyan and the initial registered office is located at 4545 S. Lake Drive, Boynton Beach, Florida 33436.

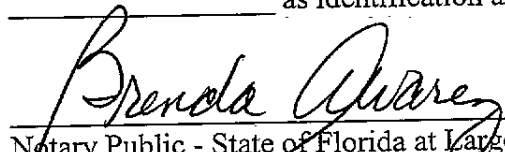
IN WITNESS OF THE FOREGOING, the undersigned incorporator has executed these Articles of Incorporation this 16 day of February, 2000.



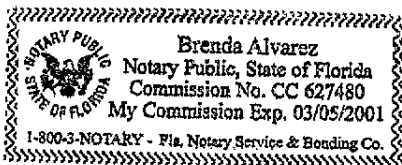
John Troyan

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was executed and acknowledged before me this 16th day of February, 2000 by John Troyan, who is personally known to me or who has produced as identification and who did/did not take an oath.




Notary Public - State of Florida at Large
My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


John Troyan

APPROVED
AND
FILED

00 FEB 18 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA