

P02000105251

ADVANCE CHECK CASHING, USA, INC.
2557 BLANDING BLVD. *Suite A*
MIDDLEBURG, FL 32068

SEPTEMBER 5, 2002

600008044136--7
-09/26/02--01020--001
*****70.00 *****70.00

DEAR SECRETARY OF STATE:

PLEASE FIND ENCLOSED TWO COPIES OF THE CORPORATION PAPERS FOR ADVANCE CHECK CASHING, USA, INC. AND A CHECK FOR \$70.00. PLEASE STAMP ONE OF THE COPIES OF THE CORPORATION PAPERS WITH A FILED DATE STAMP AND RETURN IT TO THE ADDRESS LISTED ABOVE. IF YOU HAVE ANY QUESTIONS YOU CAN CONTACT MY ACCOUNTANT, DIANA LEBEAU, AT 904-317-4784.

SINCERELY,

Stanley Bishop, SR.
STANLEY BISHOP, SR.

EFFECTIVE DATE

10-01-02

FILED
02 SEP 26 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 10/1

ARTICLES OF INCORPORATION
OF
ADVANCE CHECK CASHING, USA, INC. **EFFECTIVE DATE**
10-01-02

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPOPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS ADVANCE CHECK CASHING, USA, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE OCTOBER 1, 2002.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPOPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

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ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 2557 BLANDING BLVD., MIDDLEBURG, FLORIDA 32068; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 2557 BLANDING BLVD., MIDDLEBURG, FLORIDA 32068; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS STANLEY BISHOP, SR.. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESSES OF PERSONS SIGNING THESE ARTICLES ARE:

STANLEY BISHOP, SR.
273 BUSH COURT
GREEN COVE SPRINGS, FLORIDA 32043

STANLEY BISHOP, JR.
2191 GAIL AVENUE
JACKSONVILLE BEACH, FLORIDA 32250

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

- 1) STANLEY BISHOP, SR.: 273 BUSH COURT
 GREEN COVE SPRINGS, FL 32043
- 2) STANLEY BISHOP, JR.: 2191 GAIL AVENUE
 JACKSONVILLE BEACH, FL 32250

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: STANLEY BISHOP, SR.

273 BUSH COURT

GREEN COVE SPRINGS, FLORIDA 32043

VICE-PRESIDENT: STANLEY BISHOP, JR.

2191 GAIL AVENUE

JACKSONVILLE BEACH, FLORIDA 32250

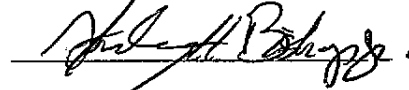
ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON SEPTEMBER 5, 2002.



STANLEY BISHOP, SR.



STANLEY BISHOP, JR.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST, THAT **ADVANCE CHECK CASHING, USA, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF JACKSONVILLE, FL HAS NAMED:

STANLEY BISHOP, SR.

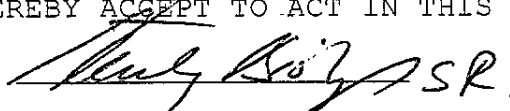
LOCATED AT: 273 BUSH COURT

GREEN COVE SPRINGS, FLORIDA 32043

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.



STANLEY BISHOP, SR.

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TALLAHASSEE, FLORIDA