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ARTICLES OF INCORPORATION

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Moneytree of Southwest Florida, Inc.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Moneytree of Southwest Florida, Inc.

ARTICLE II PRINCIPAL OFFICE

The street address of the principal office is 3278 Sunset Key Circle #20-C, Punta Gorda, Florida 33955, and mailing address of this corporation shall be P.O. Box 267, Matlacha, Florida 33922.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES, consisting of one class only designated as "common stock," with par value of \$1.00 per share.

The Stock of the corporation shall be restricted as to transfer as follows, which restriction shall be imprinted upon the stock certificates issued by the corporation:

No stock of the corporation shall be transferred until such transfer has been proposed in writing to the Board of Directors of the corporation by written proposal filed with them stating the number of shares to be transferred, the price per share, and the name of the transferee. The Board of Directors shall within sixty (60) days after receipt of such proposal either consent to the transfer or furnish a purchaser for the shares at the same price. Failure of the Directors to act upon such a proposal within sixty days after receipt thereof shall be deemed to consent by them to the proposed transfer. No such proposed transfer shall be made until the aforesaid sixty (60) days have expired or the Board of Directors have consented thereto.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Timothy J. Bruehl, and his address is 3278 Sunset Key Circle #20-C, Punta Gorda, Florida 33955, and the designated agent by his/her signature hereon, does hereby declare that he is familiar with and accepts the duties, responsibilities and obligations as registered agent for said corporation pursuant to the provisions of Section 607.0501, Florida Statutes.

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are Timothy J. Bruehl at 3278 Sunset Key Circle #20-C, Punta Gorda, Florida 33955.

ARTICLE VI DIRECTOR

The number of the directors constituting the initial Board of Directors of the corporation is two (2), and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws. The initial Board of Directors shall be the following: Timothy J. Bruehl and John Scully.

ARTICLE VII PERIOD OF EXISTENCE

The period of its existence is perpetual.

ARTICLE VIII PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned has executed these Articles of Incorporation this <u>30</u>th day of September, 2002.

Timothy J. Bruehl

Incorporator and

Registered Agent

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SECRETARY OF STATE

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, TIMOTHY J. BRUEHL, who (X) is personally known to me or () who has produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this <u>30th</u> day September, 2002.

My commission expires:

Notary Public

Deborah J. Scheid
Commission # DD093885
Expires Feb. 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TAIL AHASSEE, FLORIDA