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03 MAY 15 AM 10:30
DIVISION OF CORPORATION

FILED
2003 MAY 15 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/15/03

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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5/15/03 *[Signature]*

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Articles

1.)

Cash City USA, Inc.

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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**ARTICLES INCORPORATION
OF
CASH CITY USA, INC.**

The undersigned incorporator forms a corporation under the laws of the State of Florida and states as follows:

**ARTICLE I
NAME**

The name of the corporation is:
Cash City USA, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is:
6660 Beach Resort Drive, Suite 6
Naples, Florida 34115

**ARTICLE III
DURATION**

The corporation shall commence existence upon the filing of these Articles of Incorporation, and shall continue in existence perpetually thereafter.

**ARTICLE IV
PURPOSE**

This corporation is organized for the purposes of making first and second mortgage real estate loans, signature loans and developing and constructing all types of commercial, residential and industrial buildings; buying, selling, leasing, financing and renting all types of real estate; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation operations or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transaction any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing

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enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V THE CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI INITIAL OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

6660 Beach Resort Drive, Suite 6
Naples, Florida 34115

The REGISTERED name of initial registered agent of this Corporation at that address is:

Kenneth R. City

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. However, the number of directors may be either increased or diminished from time to time in accordance with this Corporation's By-Laws, but there shall never be less than one director. The name and address of the initial director of this Corporation is:

Kenneth R. City
6660 Beach Resort Drive, Suite 6
Naples, Florida 34115

ARTICLE VIII INCORPORATOR

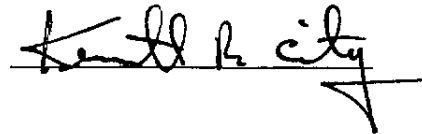
The mailing address of the undersigned incorporator signing these Articles of Incorporation is:

6660 Beach Resort Drive, Suite 6
Naples, Florida 34115

**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

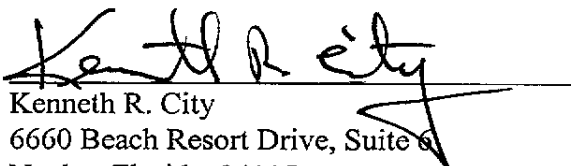
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12h day of May 2003.



**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT
UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Cash City USA, Inc., the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 6907.0505 of the Florida Statutes.

DATED: May 12, 2003


Kenneth R. City
6660 Beach Resort Drive, Suite 6
Naples, Florida 34115