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Account Name : PIPER MARSURY RUBNICK & WOLFE  
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**EFFECTIVE DATE**

01-01-05

**FLORIDA PROFIT CORPORATION OR P.A.**

**Tilly's Payday Cafe, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
TILLY'S PAYDAY CAFÉ, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.  
Name**

The name of the Corporation is Tilly's Payday Café, Inc.

**II.  
Term of Existence**

The date when corporate existence will commence is January 1, 2005. The Corporation will have perpetual existence thereafter.

**III.  
Principal Office**

The principal office and mailing address of the Corporation is 100 South Missouri Avenue, Clearwater, Florida 33756.

**IV.  
Capital Stock**

The Corporation is authorized to issue 75,000 shares of \$.10 par value common stock which will be divided into 12,500 shares of Class A Common Stock and 62,500 Shares of Class B Common Stock. The rights of the Class A and Class B stock are the same, except that holders of Class A Common Stock will have 1 vote per share and holders of Class B Common Stock will have no voting rights.

**V.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

**VI.  
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

**Name**

**Address**

David A. Beyer

c/o Piper Rudnick LLP  
101 East Kennedy Boulevard, Suite 2000  
Tampa, Florida 33602

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**VII.****Affiliated Transactions**

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**VIII.****Control Share Acquisitions**

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**IX.****Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**X.****Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XI.****Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on December 30, 2004.

  
David A. Beyer, Incorporator**ACCEPTANCE BY REGISTERED AGENT**

I accept the appointment as Registered Agent of the Company to accept service of process on its behalf, at the place designated in these Articles of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: December 30, 2004.

  
David A. Beyer