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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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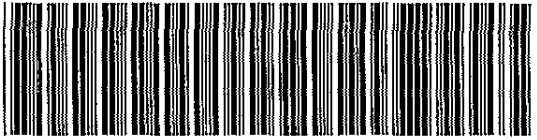
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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February 1, 2006

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Payday USA – Florida, Inc. – Articles of Incorporation
[BJ&H File No.: 1772.15]

Dear Sir or Madam:

In accordance with the provisions of the Florida Business Corporation Act, as amended, we are hereby enclosing the following documents relative to the formation of the above-noted corporation:

1. Executed original and one exact copy of the Articles of Incorporation of Payday USA – Florida, Inc.; and
2. Check in the amount of \$78.75, payable to the Department of State for the required filing fee and a certified copy of the Articles of Incorporation.

I understand that a conformed and sealed copy of the Articles of Incorporation will be returned to me, along with the Certificate of Incorporation. Please contact me by telephone prior to returning any deficient documents.

Thank you for your assistance in this matter.

Very truly yours,

BUKER, JONES & HALEY, P.C.
Attorneys for Payday USA – Florida, Inc.



Richard W. Jones

RWJ:jem
Enclosures
cc: Mr. Kevin Clayton

**ARTICLES OF INCORPORATION
OF
PAYDAY USA - FLORIDA, INC.**

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I.

The name of the Corporation is Payday USA – Florida, Inc.

II.

The Corporation shall have authority to issue 1,000,000 shares of common stock having a par value of \$.001 per share.

III.

The initial registered office of the Corporation is 2655 Northeast 25th Street, Lighthouse Point, Florida 33064. The initial registered agent of the Corporation is T. Kevin Clayton.

IV.

The name and address of the Incorporator of the Corporation is:

NAME

ADDRESS

T. Kevin Clayton

2655 Northeast 25th Street
Lighthouse Point, Florida 33064

V.

The mailing address of the initial principal office of the Corporation is 2655 Northeast 25th Street, Lighthouse Point, Florida 33064.

VI.

Action required or permitted to be taken by the shareholders of the Corporation pursuant to the provisions of the Florida Business Corporation Act may be taken without a meeting of the shareholders by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number of votes that would be necessary to authorize the action at a

meeting at which all shareholders entitled to vote were present and voted. Any such action shall be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action, and shall be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The record date of any action taken by written consent shall be the date on which the first shareholder signs the consent. No such consent shall be valid unless (A) the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights as provided in the Florida Business Corporation Act, or (B) the written consent contains an express waiver of the right to receive the material otherwise required to be furnished. Any shareholders who do not participate in the taking of any such action by written consent shall be given written notice of the action taken together with any materials required to be delivered pursuant to the Florida Business Corporation Act within ten (10) days following the date of the written consent.

VII.

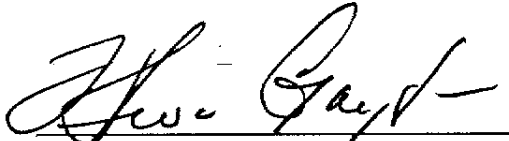
The Board of Directors of the Corporation may, from time to time, and at its discretion, cause the Corporation to purchase its own shares and such shares may be reissued by the Corporation.

VIII.


(a) No Director of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a Director, provided that this Article shall eliminate or limit the liability of a Director only to the maximum extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

(b) Any repeal or modification of Article VIII(a) by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 31 day of January, 2006.


T. Kevin Clayton
Incorporator

Having been named as registered agent to accept service of process for the above-noted Corporation at the place designated above, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


T. Kevin Clayton
Registered Agent

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