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TALLAHASSEE, FLORIDA

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(Requestor's Name)

(Address)

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #) *H. Kelsberg (aka) / Carter*
2. _____
(Corporation Name) (Document #) *ME*
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/23/95
JB

Examiner's Initials

ARTICLES OF INCORPORATION OF:

ST. PETERSBURG FLEA MARKET, Inc.

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the Laws of the State of Florida.

95 FEB 23 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: **ST. PETERSBURG FLEA MARKET, Inc.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. To own and manage the operation of either indoor or outdoor flea markets and swap-shops as second-hand dealers in goods, wares, merchandise, chattels and all other items or articles of value.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of

real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other States and countries.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares at \$ 1.00 (One dollar) par value.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One-Hundred Dollars. (\$ 100.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is: 1140 Hammond Drive, Suite C-3200, Atlanta, Georgia 30328. The registered agent of the corporation is: Gerald N. Capps, Esq. of 735 N.W. 22nd. Ave., Miami, Fl. 33125 .

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall not have less than 1 (One) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than 1 (one).

ARTICLE VIII - INITIAL DIRECTORS and Officers

The name and street address of the initial Officers and Directors is:

Name:

Address:

Roderick Aycox
President/Sec./Director

1140 Hammond Drive, Suite C-3200
Atlanta, Georgia 30328

Robert Bryson
Vice-President/Director

1140 Hammond Drive, Suite C-3200
Atlanta, Georgia 30328.

ARTICLE IX - SUBSCRIBERS

The name and street address of the sole Subscriber to these Articles of Incorporation is:

Name:

Address:

Roderick Aycox

1140 Hammond Drive, Suite C-3200
Atlanta, Georgia 30328

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, shall be proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - FURTHER POWERS

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation, other than the stock book, or any of them shall be open for the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to

keep the books of this corporation, subject to the provisions of the statutes, outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 21 day of February, 1995.

Roderick Aycox (L.S.)
RODERICK AYCOX

STATE OF GEORGIA)

COUNTY OF Fulton) S.S.

BE IT REMEMBERED that on this 21 day of February, 1995 before me, an officer duly authorized to take acknowledgments in the State and County Aforesaid, personally came RODERICK AYCOX to me known to be the person described as Subscriber and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation, consisting of this page plus the foregoing FOUR (4) pages.

WITNESS my hand and official seal on this date and in the County and State above stated.

My Commission Expires:

Sandra Payne
Notary Public

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

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:


First, that , ST. PETERSBURG FLEA MARKET, Inc.

desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of Incorporation
at: 1140 Hammond Drive, Suite C-3200, Atlanta, Georgia 30328 has
named GERALD N. CAPPS, Esq. of 735 N.W. 22 Avenue, in the City of
Miami, County of Dade, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and I agree
to comply with the provision of said Act in respect to keeping open
said office:

BY:


GERALD N. CAPPS
Registered Agent

P95000015184

TITLE LOANS OF AMERICA, INC.

Suite 406
8601 Dunwoody Place
Atlanta, Georgia 30350
Telephone: (770) 552-9840
Fax: (770) 552-9553

August 21, 1996

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*****35.00 *****35.00

Florida Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

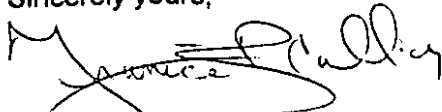
**Re: Dissolution of St. Petersburg Flea Market, Inc.
Your Document No. P95000015184**

Dear Sir or Madam:

Enclosed herein, please find an original and one copy of the Articles of Dissolution and is Check No. 11041 in the amount of \$35.00 as filing fees. Please return a filed stamped copy of the Articles of Dissolution to me in the self-addressed envelope provided. Should you have any questions, do not hesitate to contact me at (770) 552-9840, ext. 103.

Thanking you in advance for your prompt assistance with this matter, I am

Sincerely yours,



Franice B. Callier,
Paralegal

FBC\wp

Enclosures

SH 8/29
Diss

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TALLAHASSEE, FLORIDA

96 AUG 26 AM 10:53

FILED

ARTICLES OF DISSOLUTION
OF
ST. PETERSBURG FLEA MARKET, INC.

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TALLAHASSEE, FLORIDA

1.

The name of the corporation is St. Petersburg Flea Market, Inc.

2.

The articles of incorporation were filed on February 23, 1995.

3.

None of the corporation's share have been issued.

4.

No debt of the corporation remains unpaid.

5.

There were no net assets of the corporation remaining after winding up to be distributed to the shareholder.

6.

A majority of the directors authorized the dissolution.

Signed this 16 day of August, 1996.


Frederick A. Aycox
President and Director