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Hal A. Airth

Attorney at Law

112 West Howard Street
Post Office Box 405
Live Oak, Florida 32060

Office (904) 362-4915
Residence (904) 362-4654

June 16, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

400001516624
-06/19/95--01046--012
***122.50 ***122.50

Re: A+ AUTO INSURANCE, INC.

Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above named corporation. My Office Account check #662161 for \$122.50 for the filing fees is also enclosed.

Very truly yours,


Hal A. Airth

enc.

FILED
95 JUN 19 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-15-95

ATC 6-21

ARTICLES OF INCORPORATION
OF
A+ AUTO INSURANCE, INC.

FILED
95 JUN 19 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is A+ AUTO INSURANCE, INC.

ARTICLE II

The corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III

This corporation is organized for the purpose of pawn and retail sales.

ARTICLE IV

This corporation is authorized to issue Two Thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The amount of capital with which this corporation will begin business is Four Thousand Dollars (\$4,000.00).

ARTICLE VI

The street address of the principal office of this corporation is 104 NE Central Avenue, Jasper, Florida and its mailing address is 104 NE Central Avenue, Jasper, FL 32052.

ARTICLE VII

The name and street address of the initial Registered Agent of this corporation is WILLIAM T. LEE, 104 NE Central Avenue, Jasper, FL 32052

EFFECTIVE DATE
12-15-95

ARTICLE VIII

This corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the bylaws but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Name	Address
WILLIAM T. LEE,	Post Office Box 45, Live Oak, FL 32060
ROBERT L. SUMNER,	Post Office 90124, Lakeland, FL 33804
R. FRED SUMNER,	Post Office 90124, Lakeland, FL 33804
JAMES E. HAIRE,	2298 Lakeland Hills Blvd., Lakeland, FL 33801

ARTICLE IX

The name and address of the incorporator signing these articles is:

WILLIAM T. LEE, Post Office Box 45, Live Oak, FL 32060

ARTICLE X

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



WILLIAM T. LEE

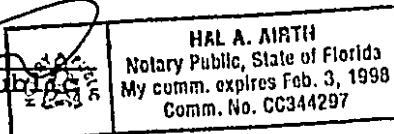
STATE OF FLORIDA

COUNTY OF SUWANNEE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared **WILLIAM T. LEE**, to me known to be the person described as subscribed in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the State and County last aforesaid this 15 day of June, 1995.


Hal A. Airth, Notary Public



My commission expires:

ACCEPTANCE

The undersigned, WILLIAM T. LEE, is the person named above and designated as resident agent of said corporation; the undersigned is a resident of Suwannee County, Florida, and maintains an office at 104 NE Central Avenue, Jasper, Florida. The mailing address of the undersigned is Post Office Box 45, Live Oak, Florida 32060. The undersigned hereby accepts the above designation and appointment as registered agent for said corporation.

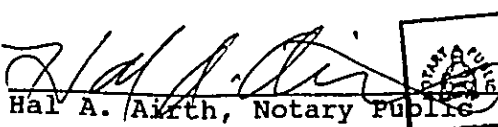
Dated this 15 day of June, 1995.

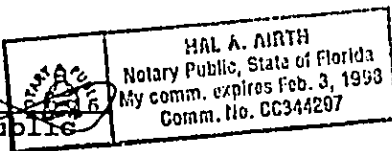

WILLIAM T. LEE

STATE OF FLORIDA

COUNTY OF SUWANNEE

Sworn to and subscribed before by WILLIAM T. LEE this 15 day of June, 1995.


Hal A. Airth, Notary Public



My commission expires:

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TALLAHASSEE, FLORIDA