

P95000053429

Anchors, Foster, McInnis & Keefe, P.A.

Attorneys at Law

909 MAN WALT DRIVE, SUITE 1014
FT. WALTON BEACH, FLORIDA 32547

C. LUDON ANCHORS
W. SCOTT FOSTER*
C. JEFFREY MCINNIS
LAWRENCE KEEFE

AREA CODE 904
TELEPHONE 888-4064
FAX 888-1100

*ALSO ADMITTED IN ALABAMA

July 5, 1995

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

600001531156
-07/06/95--01073--002
****122.50 ****122.50

RE: Ace Title Loan, Inc.

Dear Sir/Madam:

Enclosed is the original and one duplicate copy of the Articles of Incorporation for the captioned corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. If you find the enclosures in order, please endorse your approval to the Articles of Incorporation on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

A check is also enclosed to cover the \$35.00 filing fee, the \$5⁰⁰.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for filing the Resident Agent Certificate (which Certificate is also enclosed).

If you have any questions concerning the enclosures, please do not hesitate to call us. If you have no questions, please send us the Certificate of Incorporation once the same has been prepared. Your assistance in this matter will be appreciated.

Very truly yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.

William Scott Foster
William Scott Foster

WSF:bjc\Sec-State.ltr

Enclosures

7/12/95
TS

ARTICLES OF INCORPORATION
OF
ACE TITLE LOAN, INC.

FILED
7/2/95

ARTICLE I - NAME:

The name of this corporation is Ace Title Loan, Inc.
(hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing July 5, 1995, which is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is William Scott Foster.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the Corporation are John N. Galey, P.O. Box 5470, Destin, Florida 32540.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these articles are as follows: William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the

conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 5th day of July, 1995.


WILLIAM SCOTT FOSTER

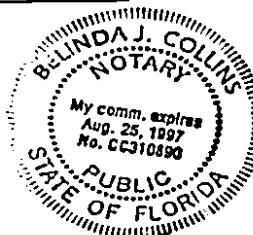
STATE OF FLORIDA)
)
COUNTY OF OKALOOSA)

Before me, the undersigned authority, personally appeared William Scott Foster, known to me to be the person described in the foregoing Articles of Incorporation of the Corporation and such person acknowledged to and before me that such person executed the Articles of Incorporation for the purpose therein described.

WITNESS my hand and official seal this 5th day of July, 1995.


NOTARY PUBLIC

My commission expires:



This Instrument (Ace.Inc\
A-Effect.1D) Prepared By:
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.
(William Scott Foster)
909 Mar-Walt Drive, Suite 1014
Fort Walton Beach, Florida 32547
(904) 863-4064

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

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

Ace Title Loan, Inc. (the "Corporation"), desiring to organize
under the laws of the State of Florida, with its registered
office, as indicated in its Articles of Incorporation, at 909
Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has
named WILLIAM SCOTT FOSTER, located at 909 Mar-Walt Drive, Suite
1014, Fort Walton Beach, Florida 32547, 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 agree
to comply with the provisions of said Act relative to keeping
open of said office.



WILLIAM SCOTT FOSTER

This instrument (Ace.Inc\
Reg-agt.Cer) prepared by:
Anchors, Foster, McInnis & Keefe, P.A.
(William Scott Foster)
909 Mar-Walt Drive, Suite 1014
Fort Walton Beach, Florida 32547
(904) 863-4064

ACE TITLE LOAN, INC.

1089 North Navy Boulevard
Pensacola, Florida 32507
Telephone (904) 456-8899
Fax (904) 456-3417

P95 0000 53429

12 January 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: P95000053429

Dear Division of Corporations:

Effective as of 12 January 1996, please make the following changes to your records:

- (1) Change the street address of the principal office of this corporation to: 1089 N. Navy Blvd., Pensacola, Florida 32507.
- (2) Change the mailing address of the principal office of this corporation to: 1089 N. Navy Blvd., Pensacola, Florida 32507.
- (3) Change the street address of the registered office of this corporation to: 1089 N. Navy Blvd., Pensacola Florida 32507.
- (4) Change the registered agent of this corporation to: J. Reagan Reeves. Her office is located at 1089 N. Navy Blvd., Pensacola, Florida 32507.

Very Truly Yours,

John N. Galey
John N. Galey
President

8-29

P95000053429

ACE TITLE LOAN, INC.
1089 North Navy Boulevard
Pensacola, Florida 32507

0.0000000000000000

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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 checked="" 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

SH FEB 26 1996

RECEIVED
FEB 23 11 00 32
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

Examiner's Initials	
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Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Ace Title Loan, Inc.

1b. The mailing address of the corporation is: Ace Title Loan, Inc.

1089 N. Navy Blvd., Pensacola, Florida 32507

1c. Date of incorporation: July 5, 1995 Document number: P95000053429

2. The name and address of the current registered agent and office:

William Scott Foster

909 Mar Walt Drive, Suite 1014

Fort Walton Beach, Florida 32547

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

J. Reagan Reeves

1089 N. Navy Blvd.

Pensacola, Florida 32507

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

John N. Galey
(Signature of an officer, chairman or
vice chairman of the board)

January 12, 1996
(Date)

John N. Galey, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

J. Reagan Reeves
(Signature of Registered Agent)

January 12, 1996
(Date)

If signing on behalf of an entity:

J. Reagan Reeves
(Typed or Printed Name)

Registered Agent
(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314