

**P95000062291**  
**WELLS, REVIS, VEDDER & ELTON, P.A.**  
ATTORNEYS AND COUNSELLORS AT LAW

JERRY B. WELLS  
JOHN C. REVIS  
DAVID E. VEDDER  
ROBERT W. ELTON

2704 South Ridgewood Avenue  
DAYTONA BEACH, FLORIDA 32114  
TELEPHONE (904) 253-3676  
TELEFAX (904) 255-0240

August 3, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

Re: AAA Title Loan, Inc.

Dear Sir or Madam:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above named corporation together with our check in the sum of \$122.50 representing the amount of the filing fee, a certified copy of the articles and a certificate designating registered agent. Please send us a certified copy of the document at your earliest convenience.

Your prompt attention to this matter will be greatly appreciated.

If you have any questions regarding the foregoing, please do not hesitate to call me.

Sincerely,

*Nicole Blankenship*  
Nicole M. Blankenship  
Real Estate Assistant  
NMB  
Encls.

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
AAA TITLE LOAN, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is AAA TITLE LOAN, INC.

**ARTICLE II - DURATION OF CORPORATE EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of common stock at One Dollar (\$1.00) per share.

**ARTICLE V - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 879 Mason Avenue, Daytona Beach, Florida 32117.

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is WILLIAM J. SHAFFER, 879 Mason Avenue, Daytona Beach, Florida 32117.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have no directors.

#### ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are as follows:

WILLIAM J. SHAFFER  
879 Mason Avenue  
Daytona Beach, FL 32117

#### ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation and shall be managed under the direction of the shareholders of this corporation.

#### ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles this 7<sup>th</sup> day of August, 1995.

  
WILLIAM J. SHAFFER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED ABOVE, I HEREBY AGREE  
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
WILLIAM J. SHAFFER

P95000062291

LAW OFFICES OF  
**WOERNER & PARSONS**  
(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)  
**ATTORNEYS & COUNSELLORS AT LAW**

H. CHARLES WOERNER, JR., D. A.  
WILLIAM A. PARSONS, D. A.

November 18, 1996

8001 SOUTH RIDGEWOOD AVENUE  
**SOUTH DAYTONA, FLORIDA 32119**  
TELEPHONE (904) 767-8811  
FAX (904) 768-0748

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: AAA Title Loan, Inc.  
Articles of Amendment

Dear Sirs or Madams:

Enclosed please find an original and one copy of the Articles of Amendment of AAA Title Loan, Inc. to be filed in your office changing the corporate name to A-1 Auto Title Loan, Inc. Please send a certified copy of the Articles of Amendment to my office at the address above.

Also enclosed is the firm's check in the amount of \$87.50 to cover the following fees:

Filing Fee	\$ 35.00
Certified Fee	52.50
<b>TOTAL</b>	<b>\$ 87.50</b>

Thank you for your cooperation and prompt attention to this matter.

Very truly yours,

  
H. CHARLES WOERNER, JR.

HCWjr/nm

Enclosures

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DIVISION OF CORPORATIONS  
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ARTICLES OF AMENDMENT

OF

AAA TITLE LOAN, INC.

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DIVISION OF CORPORATIONS  
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The following provisions of the ARTICLES OF INCORPORATION OF AAA TITLE LOAN, INC., a Florida corporation, organized and filed in Florida on August 11, 1995, having Charter Number P95000062291, be and they hereby are amended in the following particulars:

1. ARTICLE I SHALL BE AND IT HEREBY IS AMENDED TO READ AS FOLLOWS:

The name of this corporation is A-1 AUTO TITLE LOAN, INC.

2. The foregoing amendments were adopted by the shareholders of this Corporation on the 15th of October, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 19th day of November, 1996.

AAA TITLE LOAN, INC.

By: [Signature]  
President

ATTEST:

By: [Signature]  
Secretary

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared WILLIAM J. SHAFFER, known to me to be the President and Secretary, who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated and produced driver's license as identification.

19th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of November, 1996.

My Commission Expires:

Nancy J. Moretz  
NOTARY PUBLIC, State of Florida  
Printed Name: Nancy J. Moretz



NANCY J. MORETZ  
MY COMMISSION # CC415250 EXPIRES  
October 20, 1998  
BONDED THRU TROY FAIR INSURANCE, INC