

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

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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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95 AUG 11 AM 8:53
CORPORATION DIVISION
STATE DEPARTMENT OF REVENUE

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

95 AUG 11 AM 10:15

11/11/95

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 existance 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 7th 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., II A.
WILLIAM A. PARSONS, II A.

November 18, 1996

8001 SOUTH RIDGEWOOD AVENUE
SOUTH DAYTONA, FLORIDA 32119
TELEPHONE (904) 767-9611
FAX (904) 788-0748

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: AAA Title Loan, Inc.
Articles of Amendment

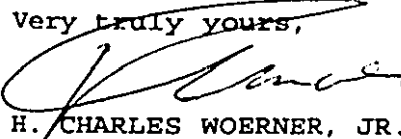
Dear Sirs or Madams:

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
TOTAL	\$ 87.50

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.

18th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of November, 1996.

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

My Commission Expires:



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