

96000010620
WILLIAM E. JONES, C.P.A., P.A.

1284-B Timberlane Rd.

Tallahassee, FL 32312

904/893-8811

January 30, 1996

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

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-02/02/96--01061--013
****122.50 ****122.50

Gentlemen:

Re: Florida Consumer Finance, Inc.

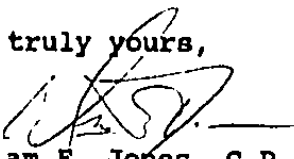
Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50, covering:

\$ 35.00	Filing fee
35.00	Certificate designating registered agent
52.50	Certified copy

\$122.50

Very truly yours,


William E. Jones, C.P.A.

Will Wait

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DIVISION OF CORPORATION

96/2/14
B.S.

ARTICLES OF INCORPORATION
OF
Florida Consumer Finance, Inc.

ARTICLE I--NAME

The name of this corporation is Florida Consumer Finance, Inc.
1284-B Timberlane Road, Tallahassee, FL 32312-1765.

ARTICLE II--DURATION

This corporation shall have perpetual existence.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exist or may after be amended.

ARTICLE IV--CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of No Par Value common stock which shall be designated as "Common Shares".

ARTICLE V--PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata 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 REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1284-B Timberlane Road, Tallahassee, FL 32312-1765, and the name of the initial registered agent of this corporation at that address is Louis A. Jones.

ARTICLE VII--INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Louis A. Jones
1284-B Timberlane Road, Tallahassee, FL 32312-1765

ARTICLE VIII--INCORPORATORS

The name and address of the Incorporator signing these articles is: Louis A. Jones, 1284-B Timberlano Road, Tallahassee, FL 32312-

ARTICLE IX--INDEMNIFICATION

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

ARTICLE X--AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

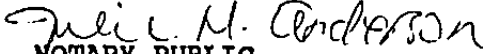
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30th day of January 1996.


Louis A. Jones
Incorporator

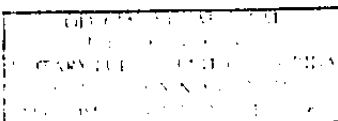
STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Louis A. Jones, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 31 day of January, 1996.


NOTARY PUBLIC,
State of Florida
at Large

My commission expires:



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TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
Florida Consumer Finance, Inc.

In compliance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

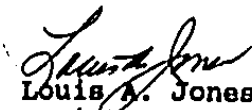
FIRST that Florida Consumer Finance, Inc.
organize or qualify under the laws of the State of Florida, with
its principal place of business at 1284-B Timberlane Road,
Tallahassee, FL 32312-1765, has named Louis A. Jones, located at
1284-B Timberlane Road, Tallahassee, FL 32312-1765 as its agent to
service of process within Florida.

Dated: January 30, 1996



Louis A. Jones, Director

Having been named to accept service of process for the above
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.



Louis A. Jones
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA