

3-18-76

P96000026848

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100001753261
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****122.50 ****122.50

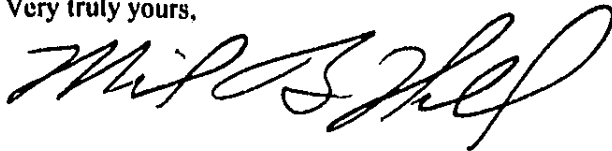
RE: Fast Title Loans, Inc.

Gentlemen:

Enclosed is an original and a copy of the Articles of Incorporation for the above referenced company and a copy of the Certificate of Domicile.

Also enclosed is our check in the amount of \$122.50 to cover the various fees. Please send an acknowledgment of receipt of these monies.

Very truly yours,



Michael Bruce Hall

~~Florida~~ Fast Title Loans
4604 49th St. N.
St. Petersburg, Fl. 33709

FILED
MAR 21 AM 10:59
TALLAHASSEE, FLORIDA

SN MAR 27 1996

ARTICLES OF INCORPORATION
OF

Fast Title Loans, Inc.

FILED
23 MAR 21 AM 10:59
TALLAHASSEE, FLORIDA

1. NAME: The name of this corporation is: Fast Title Loans
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and of Florida.
4. CAPITAL STOCK: The corporation is authorized to issue 5000 shares of \$1.00 par value common stock.
5. INITIAL REGISTERED AGENT AND OFFICE: The street address of its initial registered agent is: 4604 49th Street N. St. Petersburg, FL 33709 and the name of its initial registered agent at said address is: Michael Bruce Hall.
6. MAILING ADDRESS OF CORPORATION: The complete mailing address of the Corporation is:
Fast Title Loans, Inc.
4604 49th St. N.
St. Petersburg, FL. 33709
7. INITIAL BOARD OF DIRECTORS: This corporation shall have one director, initially, and the name and address of the initial director is: Michael Bruce Hall at 6966 22nd Ave. N., St. Petersburg, FL. 33710.
8. INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Michael Bruce Hall at 6966 22nd Ave. N., St. Petersburg, FL. 33710.
9. EFFECTIVE DATE: These Articles are to be effective upon receipt.

DATED: 3/18/96

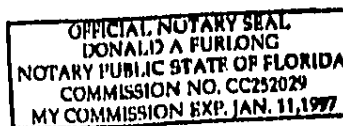

Michael Bruce Hall

STATE OF FLORIDA
COUNTY OF PINELLAS*****

I hereby certify, that on this day before me, an officer duly qualified to take acknowledgments, personally appeared M. Bruce Neil, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this

March 18, 1996
Donald A. Furlong
NOTARY PUBLIC
My Commission Expires: Jan. 11, 1997



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

A handwritten signature in dark ink, appearing to read "Michael Bruce Neil", written over a horizontal line.

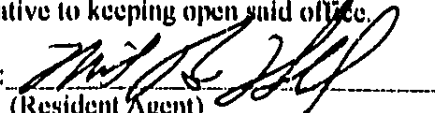
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That Fast Title Loans, Inc. , desiring to organize under the laws of the State of Florida with its principle offices located, as indicated in the Articles of Incorporation in the City of St. Petersburg, County of Pinellas, State of Florida, has named Michael Bruce Hall located at 6966 22nd Ave. N., St. Petersburg, FL. 33710, in the City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 said office.

BY:


(Resident Agent)

TALLAHASSEE, FLORIDA

55 MAR 21 AM 10:59

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7/25/96

FLORIDA DIVISION OF CORPORATIONS

3:44 PM

PUBLIC ACCESS SYSTEM

(((H96000010356)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
PO BOX 14610

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FT LAUDERDALE FL 33302-4610

CONTACT: KATHY E RASLER

PHONE: (305) 763-1200

FAX: (305) 523-1952

(((H96000010356)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: EAST TITLE LOANS, INC.

FAX AUDIT NUMBER: H96000010356

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/25/1996

TIME REQUESTED: 15:44:51

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076247002423

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000010356)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] ☐ COMPUSER MENU☐ 0:03:14 ☐ 04:01p ☐ Capture Off

FILED
JUL 25 PM 4:30
TALLAHASSEE, FLORIDA

*Christopher - misc.
Filer*

JUL 25 1996

JUL 25 1996

RECEIVED

H96000010356

FILED

ARTICLES OF AMENDMENT 96 JUL 25 PM 4:30
TO
ARTICLES OF INCORPORATION SECRETARY OF STATE
OF TALLAHASSEE, FLORIDA
FAST TITLE LOANS, INC.

Pursuant to the provisions of § 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is FAST TITLE LOANS, INC. (the "Corporation"), Charter #P96000028843, filed on March 21, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by all of the directors of the Corporation by resolution on July 1, 1996, in the manner proscribed by the Florida Business Corporation Act. Shareholder consent of the following amendments to the Articles of Incorporation was approved on July 1, 1996 in the manner proscribed by the Florida Business Corporation Act.

(A) Article 4 of the Corporation's Articles of Incorporation is stated to read in its entirety as follows:

4. **CAPITAL STOCK:** The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be five million one hundred thousand (5,100,000) shares, consisting of the following:

(a) five million (5,000,000) shares of common stock, \$.0001 par value per share ("Common Stock"), and

(b) one hundred thousand (100,000) shares of Class A \$10 12% Convertible Cumulative Preferred Stock ("Preferred Stock"), with the following designations, rights and preferences:

(i) **Designation and Initial Number.** The series of Preferred Stock hereby classified shall be designated "Class A \$10 12% Convertible Cumulative Preferred Stock". The initial number of authorized shares of the Preferred Stock shall be 100,000 shares.

(ii) **Voting Rights.** Holders of the shares of Preferred Stock shall not have voting rights, except as then and when and to the extent required by applicable law.

H96000010356

MARA K. LERNER, ESQ., FL BAR # 0065463
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE: (954) 763-1200

H96000010356

(iii) Conversion Privilege. Each share of Preferred Stock shall be automatically converted into eight (8) shares of the Corporation's Common Stock, par value \$.0001 per share, inclusive of any accrued interest on dividends, upon the closing of an underwritten public offering, covering the offering and sale of the Corporation's Common Stock and/or merger and/or share exchange transaction the result of which the outstanding shares of Common Stock are exchanged for shares with or into a public corporation. The converted Common Stock shall be exchanged or transferred by operation of law on the same terms and conditions as the other outstanding Common Stock.

(iv) Redemption. The shares of Preferred Stock shall have no mandatory redemption rights or call obligations.

(v) Dividends. The shares of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, an annual dividend of twelve percent (12%). Dividends may be paid in cash or stock at the option of the Corporation.

(vi) Liquidation or Distribution. In the event of any voluntary or involuntary dissolution or winding up of the Corporation, the holders of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, a liquidating distribution before any distribution may be made to any other series or class of preferred stock or Common Stock of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation of Fast Title Loans, Inc. as of the 5th day of July, 1996.

FAST TITLE LOANS, INC.,
a Florida corporation

By: Mary Beth Watjen
Mary Beth Watjen,
President

H96000010356

95/5015,100/57088.1

P96000026848

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

PINNACLE BUSINESS MANAGEMENT, INC., a Florida corporation
P96000013144

INTO

FAST TITLE LOANS, INC., a Florida corporation, P96000026848

File date: October 7, 1997

Corporate Specialist: Annette Hogan

PLAN AND AGREEMENT OF MERGER
Between
Fast Title Loans, Inc.
And
Pinnacle Business Management Inc.

97 OCT -7 AM 9:25
FILED
RELEASED BY MAIL

This Plan and Agreement of Merger is made, and entered into, on the first day of January, by and between Fast Title Loans, Inc., a Florida Corporation, hereinafter referred to as the Surviving Corporation, and Pinnacle Business Management Inc., a Florida Corporation, hereinafter referred to as the Merged Corporation. Said Corporations are hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS the Surviving Corporation is organized and exists under the laws of the State of Florida, having filed its Certificate of Incorporation in the Office of the Secretary of State of the State of Florida, on March 21, 1996,

WHEREAS the total number of shares of stock which the Surviving Corporation has authority to issue is twenty million shares, of which 8,005,000 shares are now issued and outstanding; and

WHEREAS the Merged Corporation is organized and exists under the laws of the State of Florida, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of Florida on the 8th day of February, 1996,

WHEREAS the aggregate number of shares which the Merged Corporation has authority to issue is 5,000,000, of which 3,100,000 shares are issued and outstanding; and

WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that the Merged Corporation be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with the applicable provisions of the statutes of the State of Florida, which permit such merger;

THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Corporation and the Merged Corporation, by their Boards of Directors, do hereby agree as follows:

ARTICLE I

The Surviving Corporation and the Merged Corporation shall be merged into a single Corporation, in accordance with applicable provisions of the laws of the State of Florida by the Merged Corporation merging into the Surviving Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective under the laws of the States of Florida (such time being referred to herein as the "EFFECTIVE DATE OF THE MERGER"): January 1, 1997.

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Corporation shall cease, except to the extent, if any, provided by the laws of the State of Florida.

2. The Surviving Corporation shall thereupon possess all the rights, privileges, immunities and franchises of the Constituent Corporations; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed.

3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Corporation; and all existing or pending claims, actions or proceedings by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate Constituent Corporation, and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.

4. The Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of either Constituent Corporation, including those arising from the merger, and the Surviving Corporation authorizes the aforesaid Secretary of State to send such process to it by registered mail directed to its registered office at: 4604 49th Street North, St. Petersburg FL 33709.

5. With respect to each Constituent Corporation, the aggregate amount of net assets of each Constituent Corporation that was available to support and pay dividends before the merger, shall continue to be available for the payment of dividends by the Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation.

6. The Bylaws of the Surviving Corporation as they existed immediately before the effective date of merger shall be the Bylaws of the Surviving Corporation.

7. The persons who will serve on the Board of Directors and as the officers of the Surviving Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the effective date of the merger.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and shareholders; the said Articles of Incorporation are set forth in Exhibit A attached hereto and are made a part of this Plan and Agreement of Merger.

ARTICLE IV

The shares of the Constituent Corporations shall be converted into shares of the Surviving Corporation in the following manner:

1. Each share of each Constituent Corporation shall be converted into one fully paid and non-assessable share(s) of capital stock of the Surviving Corporation.

ARTICLE V

The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Agreement of Merger and the merger herein described into effect.

ARTICLE VI

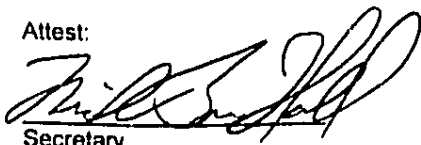
If the Surviving Corporation shall have reason to request any further assignments, conveyances or other transfers that it is advised by counsel are necessary to vest in the Surviving Corporation title to any property or rights of either of the Constituent Corporations, the officers and directors of the appropriate Constituent Corporation shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.

ARTICLE VII

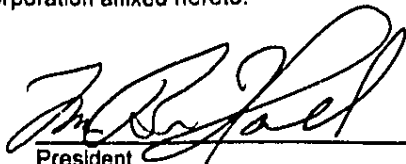
This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations for consideration at a meeting of shareholders held in accordance with the Bylaws of each Constituent Corporation and with the laws of their State of Incorporation, and upon (1) The approval by the shareholders of each Constituent Corporation, and (2) The subsequent execution, filing and recording of such documents shall then take effect and be the Plan of Merger of the Constituent Corporations. This Plan and Agreement of Merger may be abandoned by (1) Either of the Constituent Corporations by the action of its Board of Directors if such action is taken before the Plan and Agreement of Merger has been approved by the shareholders of the Constituent Corporation whose Board seeks abandonment, or (2) The mutual consent of the Constituent Corporations if their respective Boards of Directors each adopt a resolution abandoning the Plan and Agreement of Merger before the effective date of the merger.

IN WITNESS WHEREOF, each Constituent Corporation acting by the authority set out in a resolution adopted by its Boards of Directors has directed this Plan and Agreement of Merger to be executed by the President and attested to by the Secretary of each Constituent Corporation, and to have the corporate seal of each Constituent Corporation affixed hereto.

Attest:



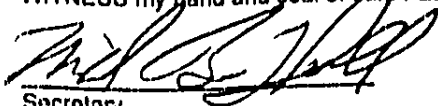
Secretary
Fast Title Loans, Inc.



President
Fast Title Loans, Inc.

I, Michael Bruce Hall, Secretary of Fast Title Loans, Inc., a Corporation organized and existing under the laws of the State of Florida certify, as such Secretary, and under the seal of the said Corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of Fast Title Loans, Inc., a Corporation of the State of Florida, was duly submitted to the shareholders of Fast Title Loans, Inc., at a special meeting of said shareholders, called and held separately from the meeting of shareholders of any other Corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon said Agreement of Merger, that shares of stock of said Corporation were on said date issued and outstanding and that the holders of Fast Title Loans, Inc. shares voted by ballot in favor of said Agreement of Merger and the holders of shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said Corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the shareholders of said Fast Title Loans, Inc., and the duly adopted agreement of said Corporation.


WITNESS my hand and seal of said Fast Title Loans, Inc. on this first day of January, 1997.



Secretary
Fast Title Loans, Inc.

Seal:

Attest:



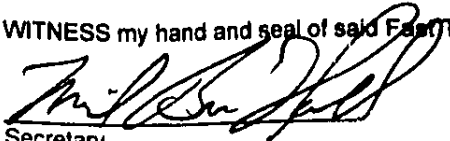
Secretary
Pinnacle Business Management Inc.



President
Pinnacle Business Management Inc.

I, Michael Bruce Hall, Secretary of Pinnacle Business Management Inc., a Corporation organized and existing under the laws of the State of Florida certify, as such Secretary, and under the seal of the said Corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of Pinnacle Business Management Inc., a Corporation of the State of Florida, was duly submitted to the shareholders of Pinnacle Business Management Inc., Inc., at a special meeting of said shareholders, called and held separately from the meeting of shareholders of any other Corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon said Agreement of Merger, that shares of stock of said Corporation were on said date issued and outstanding and that the holders of Pinnacle Business Management Inc. shares voted by ballot in favor of said Agreement of Merger and the holders of shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said Corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the shareholders of said Pinnacle Business Management Inc., Inc., and the duly adopted agreement of said Corporation.

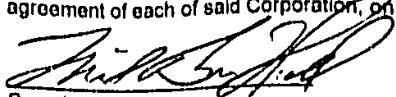
WITNESS my hand and seal of said Fast Title Loans, Inc. on this first day of January, 1997.



Secretary
Fast Title Loans, Inc.

Seal:

THE ABOVE AGREEMENT OF MERGER, having been executed by the President and Secretary of each corporate party thereto, and having been adopted separately by the shareholders of each corporate party thereto, in accordance with the provisions of the laws of the State of Florida, and the fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, is now hereby executed under the corporate seals of the respective Corporations, by the authority of the directors and shareholders thereof, as the respective act, deed and agreement of each of said Corporation, on the first day of January, 1997.



Secretary
Fast Title Loans, Inc.

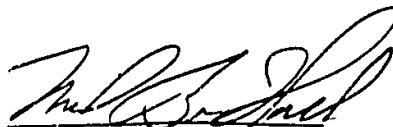


President
Fast Title Loans, Inc.

Seal:



Secretary
Pinnacle Business Management Inc.



President
Pinnacle Business Management Inc.