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JUDY A. HEADLEE
5500 S. E. 42nd Ct.
Ocala, FL 34480
(904) 732-9223

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

700001904237
-07/25/96--01060--007
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To whom it may Concern:

Enclosed are two copies of the Articles of Incorporation for Top Dollar Title Loan, Inc. and a check for 122.50. Please send a certified copy of the Articles of Incorporation for Top Dollar Title Loan, Inc.

Thank you for your cooperation in taking care of this matter.

Very truly yours,

Judy A. Headlee

Judy A. Headlee

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'JUL 26 1996. BSB

FILED
96 JUL 25 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION

OF

TOP DOLLAR TITLE LOAN, INC.

FILED

96 JUL 25 PM 1:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Whereby the undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

TOP DOLLAR TITLE LOAN, INC.

The principal place of business and mailing address of this corporation shall be:

2518 N. Magnolia Ave.
Ocala, FL 34475

ARTICLE II
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares.

ARTICLE IV
TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of filing of these Articles of Incorporation by the Department of State.

ARTICLE V
CORPORATE PURPOSE

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already hold, shall have the right to purchase his pro-rata share thereof at the same price at which it is offered to others.

ARTICLE VII
REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
Judy A. Headlee
5500 S. E. 42nd Ct.
Ocala, FL 34480

ARTICLE VIII
OFFICERS

The name and address of the officers are:
President
Burt R. Waldren
2919 S. E. 13th St.
Ocala, FL 34471

Vice President
James Meeks
4061 N.E. 28TH Ct.
Ocala, FL 34479

Secretary
Melinda H. Waldren
2919 S. E. 13th St.
Ocala, FL 34471

Treasurer
Heidi Meeks
4061 N. E. 28th St.
Ocala, FL 34479

ARTICLE IX
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Burt R. Waldren
2919 S. E. 13th St.
Ocala, FL 34471

Melinda H. Waldren
2919 S. E. 13th St.
Ocala, FL 34471

James Meeks
4061 N. E. 28th Ct.
Ocala, FL 34479

Heidi Meeks
4061 N. E. 28th Ct.
Ocala, FL 34479

We the undersigned have executed these Articles of Incorporation this 19th day of July, 1996.

Signature B. R. Waldren

Title President

Signature James L. Meeks

Title VICE PRESIDENT

Signature Melinda H. Waldren

Title Secretary

Signature Heidi S. Meeks

Title Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

TOP DOLLAR TITLE LOAN, INC.

The name and address of the registered agent and office is:

JUDY A. HEADLEE
5500 S. E. 42ND CT.
Ocala, FL 34480

SIGNATURE

B. R. Walden

TITLE

President

DATE

7/19/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Judy A. Headlee

DATE

July 19, 1996