

HUDDLESTON & PALUMBO
ATTORNEYS AT LAW

Don Huddleston
Catherine B. Palumbo

P96000070284

August 19, 1996

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

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08/21/96--01095--015
****122.50 ****122.50

RE: Auto Title Loans USA, Inc.

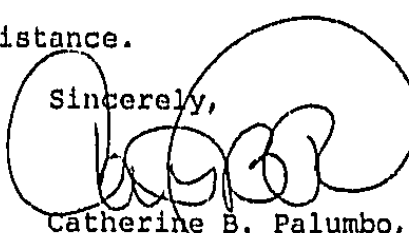
Dear Sir or Madam:

This is to enclose the original and one copy of Articles of Incorporation regarding the above referenced professional association, together with a check in the amount of One Hundred Twenty-Two Dollars Fifty Cents (\$122.50), as filing fees for same. Please file the original and return a certified copy to me.

Should you have any questions or require any additional information, please do not hesitate to contact my office.

Thank you for your assistance.

Sincerely,


Catherine B. Palumbo, Esq.,

CBP/mb

Enclosures as stated:

AUG 22 1996.

EFFECTIVE DATE
8-17-96

FILED
96 AUG 21 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUTO TITLE LOANS USA, INC.

FILED
96 AUG 21 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Florida Professional Service Corporation Act and other laws of the State of Florida.

EFFECTIVE DATE
8-17-96

ARTICLE I - NAME

The name of this corporation is: **AUTO TITLE LOANS USA, INC.**

ARTICLE II - DURATION AND COMMENCEMENT

This corporation is to exist perpetually. The date when corporate existence shall commence shall be as of the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: To engage in every phase and aspect of rendering to the public professional services permitted under the laws of the United States and the State of Florida.

To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendition of professional services.

To enter into, or become a partner in, any arrangement for

sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, the capital of this corporation cannot be impaired thereby.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) any other retirement or incentive compensation plan.

Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act and the Florida Professional Service Corporation Act.

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act and the Florida Professional Service Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and

all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity, and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objectives of the corporation.

It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended; provided however, that nothing herein shall be construed as authorizing the corporation to engage in any business other than the rendition of the professional services for which it is specifically incorporated, and nothing herein shall be interpreted

to prohibit the corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendition of professional services.

The paragraphs of this Article shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV -CAPITAL STOCK

This corporation is authorized to issue Five Hundred shares of One and no/100 Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - QUALIFICATIONS OF SHAREHOLDERS

The corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation is incorporated. No shareholder of this corporation shall enter into a voting trust

agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation in the State of Florida will be 1301-63 S. Patrick Drive, Satellite Beach, Florida 32937; the initial registered office of this corporation is 1301-63 S. Patrick Drive, Satellite Beach, Florida 32937; and the name of the initial registered agent of this corporation at that address is Thomas J. Palumbo.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
THOMAS J. PALUMBO	1307-63 S. Patrick Dr. Satellite Beach, FL 32937

Any director may be removed from office by the holders of a majority of the issued and outstanding stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by the shareholders.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

NAME	ADDRESS
THOMAS J. PALUMBO	1301-63 S. PATRICK DR. MELBOURNE, FL 32937

ARTICLE X - SHAREHOLDERS

The names and addresses of the initial shareholders of the corporation and the number of shares of stock each has subscribed for and the value of the consideration therefore are:

NAME/ADDRESS	SHARES	CONSIDERATION
THOMAS J. PALUMBO 1301-63 S. PATRICK DRIVE SATELLITE BEACH, FL 32937	250	\$250.00

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be reserved to the shareholders.

ARTICLE XII - OFFICERS


The initial officers of this corporation shall be: **THOMAS J. PALUMBO**, President, Vice President, Secretary and Treasurer.

ARTICLE XIX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Directors, proposed by the stockholders, and approved at a stockholder's meeting by holders of more than FIFTY PERCENT (50%) of the shares of stock entitled to vote thereon, unless all Directors and all the stockholders sign a written statement

manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this the 17th day of August, 1996.



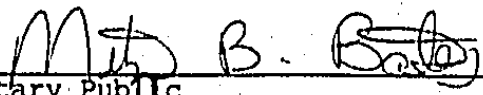
THOMAS J. PALUMBO

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **THOMAS J. PALUMBO**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and being first duly sworn he acknowledged before me that being fully informed of the contents thereof, he voluntarily subscribed to these Articles of Incorporation on the day the same bears date.

WITNESS my hand and official seal in the County and State named above this 17th day of August, 1996.

Identification:
Personally Known



Notary Public

PRINT NAME: Mitzi B. Bates

My Commission Expires: 3-23-99

This instrument was prepared by:

Catherine B. Palumbo, Esq.
Huddleston & Palumbo
112 W. New Haven Avenue
Melbourne, FL 32901
(407) 725-4207
Florida Bar No.: 881848




MITZI B. BATES
MY COMMISSION # CC446782 EXPIRES
March 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named in Article VII of the foregoing Articles of Incorporation to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

The location of the registered office of said corporation is 1301-63 S. Patrick Drive, Satellite Beach, Florida 32937.

IN WITNESS WHEREOF, the name and seal of said resident agent is hereby affixed at Melbourne, Brevard County, Florida, this 17th day of August, 1996.



THOMAS J. PALUMBO

Subscribed and sworn to before me this 17th day of August, 1996, by THOMAS J. PALUMBO, who is personally known to me or who has produced the following form of identification: personally known



Notary Public

Print Name: Mitzi B. Bates

My commission expires: 3-23-99



MITZI B. BATES
MY COMMISSION # CC448752 EXPIRES
March 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
96 AUG 21 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA