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AUGUST 19, 1996

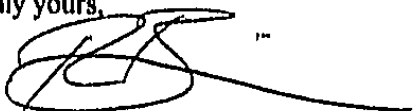
SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

RE: CLEARWATER TITLE LOANS, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$ 70.00. This check order represents the cost of the filing fees.

Very truly yours,



Roy N. Basmaci

MAILING ADDRESS OF CORPORATION:

CLEARWATER TITLE LOANS, INC.
1631-A GULF TO BAY BOULEVARD
CLEARWATER, FLORIDA 34615

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
CLEARWATER TITLE LOANS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: **CLEARWATER TITLE LOANS, INC.**

ARTICLE II - PRINCIPAL OFFICE

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

**1621-A GULF TO BAY BOULEVARD
CLEARWATER, FLORIDA 34615**

ARTICLE III - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

**ROY N. BASMACI
1621-A GULF TO BAY BOULEVARD
CLEARWATER, FLORIDA 34615**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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


**ROY N. BASMACI
1621-A GULF TO BAY BOULEVARD
CLEARWATER, FLORIDA 34615**

ARTICLE VIII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

**ROY N. BASMACI
1621-A GULF TO BAY BOULEVARD
CLEARWATER, FLORIDA 34615**

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 19th day of August 1996.

 _____ (Seal)

_____ (Seal)

_____ (Seal)

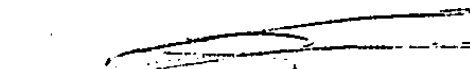
STATE OF FLORIDA)

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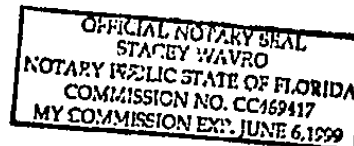
COUNTY OF PINELLAS)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ROY N. BASMACI, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 19th day of August 1996.



(Notary Seal) (Notary Public, State of Florida at Large)
My Commission expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

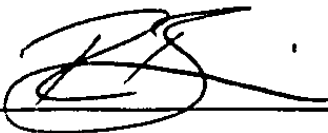
***CERTIFICATE OF REGISTERED AGENT
OF
CLEARWATER TITLE LOANS, INC.***

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered agent as indicated in the Articles of Incorporation at 1621-A GULF TO BAY BOULEVARD, CLEARWATER, FLORIDA 34615 has named ROY N. BASMACI, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 Florida Law in keeping open said office.



(registered agent)

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96 AUG 22 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA