

P96000072781

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-0062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 1:35

AL SEP 03 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 9/3/96
TIME 9:30
BY CD

WALK-IN
Will Pick Up _____

RE: Don's Telle Loans, Inc.

	U.O. P.O.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Petition Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 15 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP -3 PM 1:35

ARTICLES OF INCORPORATION
OF
DON'S TITLE LOANS, INC.

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of said corporation.

ARTICLE I

NAME

The name of this corporation shall be DON'S TITLE LOANS, INC., and its principal place of business shall be in the City of Inverness, County of Citrus, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

PURPOSE AND POWERS

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State

of Florida, and to do any and all things heretofore set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any person or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of

Florida, providing for the formation, rights, privileges, and continuation of corporations for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL STRUCTURE

The capital stock of this corporation shall be composed of Seven Thousand Five Hundred (7,500) shares of stock with a par value of One Dollar (\$1.00) per share. The capital stock shall be sold, assigned, issued, and transferred only in accordance with the By-Laws of the

corporation as the corporation may from time to time, make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors. This Article may be amended from time to time in the By-Laws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE V

EXISTENCE

This Corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in Inverness, County of Citrus, State of Florida, and the post office address of said principal office of the corporation shall be 706 South US Highway 41, Inverness, Florida 34450. The mailing address shall be the same.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the Corporation shall be not less than one (1) nor more than five (5).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
DONALD A. ZINN	14 N. Robinhood Rd., Inverness FL 34450

ARTICLE IX

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 706 South US Highway 41, Inverness, Florida 34450, and the name of the initial registered agent at that office is DONALD A. ZINN.

ARTICLE X

INCORPORATORS

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

<u>Name</u>	<u>Address</u>
DONALD A. ZINN	14 N. Robinhood Rd., Inverness FL 34450

ARTICLE XI

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent by all of the shareholders or unless first offered to

remaining shareholders or to the corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

The Article shall not be interpreted as a restriction on the right of any shareholder to have her/his entire stock holding redeemed by the corporation. All stock certificates issued will be prominently marked "RESTRICTED", with notation made to the Articles of Incorporation and/or By-Laws of the corporation. A subsequent and properly executed Shareholders' Agreement by all the shareholders is deemed to override any provisions herein contrary to such Agreement.

ARTICLE XII

GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The Corporation shall indemnify any and all Stockholders or

officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters as to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholder, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably

incurred by him in connection therewith, other than for any sums paid to the corporation.

Such Indemnification shall not be deemed exclusive of any right to which those indemnified may be entitled under by-laws agreement, both of stockholders, or otherwise.

ARTICLE XIII

This Corporation shall comply with Section 1244 of the Internal Revenue Service Code of 1954 to the fullest extent possible under the current law and regulation allowed thereunder.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of DON'S TITLE LOANS, INC.

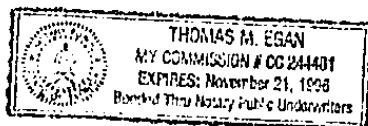
WITNESS my hand and seal this 27 day of August, 1996.

Donald A. Zinn
DONALD A. ZINN

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this 27 day of August, 1996 before me personally appeared DONALD A. ZINN, who produced Florida Driver License for identification, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Ocala, Florida, the day and year last above written.



[Signature]
Notary Public, State of Florida

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

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

First -- That DON'S TITLE LOANS, INC. desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of Ocala,
County of Marion, State of Florida, has named DONALD A. ZINN, located
at 706 South US Highway 41, Inverness FL 34450, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate,, I hereby accept
to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.

By: _____

Resident Agent
DONALD A. ZINN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 1:35

THOMAS M. EGAN
CHARTERED
----- LAWYER -----

918 N.E. 17TH STREET
OCALA, FLORIDA 34471

TELEPHONE:
(352) 820-7110
FAX (352) 820-0000

September 11, 1996

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Secretary of State
Sandra Mortham
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500001948625
-09/17/96--01045--0008
*****35.00 *****35.00

RE Don's Title Loans Articles of Amendment

To whom it concerns:

Enclosed please find an original Articles of Amendment for Don's Title Loans, Inc. with a check for \$35.00 to handle filing this amendment.

If you have any questions concerning this matter, please do not hesitate to contact our office.

Sincerely,

Lu Anne Warren

Lu Anne Warren
Legal Assistant

enclosures

FILED
56 SEP 16 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Thomas Egan
gave permission
to stroke
through "Initial"
DC
9-23-96*

*Amendment
9-23-96
DC*

ARTICLES OF AMENDMENT
DON'S TITLE LOANS, INC.

DON'S TITLE LOANS, INC. submits these Articles of Amendment pursuant to Florida Statute 607.1006, amending the Articles filed by the Corporation on September 3, 1996, as follows:

ARTICLE VIII: ~~ENTIRE~~ BOARD OF DIRECTORS: The names and addresses of each of the Directors, subject to the By-laws, who shall hold office until their successors are elected and have qualified, are as follows:

Donald A. Zinn	14 N. Robinhood Rd., Inverness, FL 34450
W. R. Kirkpatrick	765 SW 80th Street, Ocala, FL 34476
Edythe M. Kirkpatrick	765 SW 80th Street, Ocala, FL 34476

The foregoing amendment was adopted by the officers, directors, and shareholders of the Corporation by unanimous consent on September 6, 1996.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Amendment this 9-6-96 day of September, 1996.

W. R. Kirkpatrick
PRESIDENT

Edythe M. Kirkpatrick
SECRETARY

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day before me personally appeared W. R. Kirkpatrick and Edythe M. Kirkpatrick, who produced Personally Known as identification and did not take an oath, and who executed the foregoing Articles of Amendment for the above-named Corporation, and they acknowledged before me that they executed the same for the purposes expressed therein.

WITNESS my hand and official seal at Ocala, Florida this 10th day of September, 1996.

Lu Anne Warren

