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PHILLIP A. ROACH

Attorney at Law

16517 Vanderbilt Drive, Suite 2
Bonita Springs, Florida 33923
(941) 992-0178 • Fax (941) 992-0583

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

September 4, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SUNSHINE TITLE LOAN, INC.

700001942787
-09/10/96--01015--017
****122.50 ****122.50

Dear Sir or Madam:

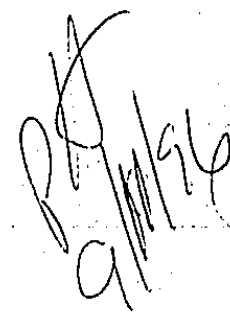
I have enclosed two original Articles of Incorporation for the above referenced corporation together with the Certificate of Designation and Acceptance of the Registered Agent. Additionally, I have enclosed a check in the amount of \$122.50 to cover the filing fee, certified copy, and Resident Agent Designation.

If everything meets with your approval, please return the certified copy to this office. Thank You.

Sincerely,


PHILLIP A. ROACH

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enc



ARTICLES OF INCORPORATION
OF
SUNSHINE TITLE LOAN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

SUNSHINE TITLE LOAN, INC.

ARTICLE II - PRINCIPAL OFFICE

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

1810 SR 17 - So.
Avon Park, Florida 33825

ARTICLE III - CAPITAL STOCK

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

10,000 Common Shares with \$1.00 par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 1810 SR 17 So., Avon Park, Florida 33825, and the initial registered agent of the Corporation at such office shall be Charles L. McKibben, who upon accepting this designation agrees to comply with the provisions of Section 48.094 Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than two (2) nor more than six (6). The names and addresses of the

Directors constituting the Initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Charles L. McKibben	1810 SR 17, So. Avon Park, Florida 33825
Alan Ruben	3000 Green Fairway Cove Collierville, TN 38017
David Fatka	8882 Hillman Way Drive Memphis, TN 38133

ARTICLE VI - INCORPORATORS

The names and street address of the incorporator to these Articles of Incorporation is:

Charles McKibben	1810 SR 17, So. Avon Park, FL 33825
Alan Ruben	3000 Green Fairway Cove Collierville, TN 38017
David Fatka	8882 Hillman Way Drive Memphis, TN 38133

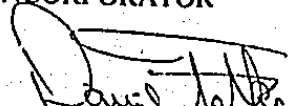
ARTICLE VII - AMENDMENTS

The power to adopt, alter, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors by a majority vote.


INCORPORATOR


Charles L. McKibben

INCORPORATOR

x 
David Fatka

INCORPORATOR

x 
Alan Ruben

FOR CHARLES L. McKIBBEN:
STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing Article of Incorporation of Sunshine Title Loan, Inc. were acknowledged before me this ____ day of _____, 1996 by Charles L. McKibben, who is personally known to me ____ or who has produced _____ as identification.

Clarence F. Hamilton

Notary Public

My Commission Expires: _____

FOR ALAN RUBEN:
STATE OF TENNESSEE
COUNTY OF SHELBY



The foregoing Article of Incorporation of Sunshine Title Loan, Inc. were acknowledged before me this 27 day of August, 1996 by Alan Ruben, who is personally known to me ____ or who has produced TDL3979037 as identification.

Clarence F. Hamilton

Notary Public

My Commission Expires: _____

MY COMMISSION EXPIRES JUNE 10, 2000

FOR DAVID FATKA:
STATE OF TENNESSEE
COUNTY OF SHELBY

The foregoing Article of Incorporation of Sunshine Title Loan, Inc. were acknowledged before me this 27 day of August, 1996 by David Fatka, who is personally known to me ____ or who has produced TDL44824507 as identification.

Clarence F. Hamilton

Notary Public

My Commission Expires: _____

MY COMMISSION EXPIRES JUNE 10, 2000

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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 their registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

SUNSHINE TITLE LOAN, INC.

2. The name and address of the register agent and office is:

Charles L. McKibben, 1810 SR 17.. So., Avon Park, Florida 33825

By: Charles L. McKibben
Charles L. McKibben

Date: 8-28-96

Having been named as the 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles L. McKibben
Charles L. McKibben

Dated: 8-28-96