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TALLAHASSEE, FL 32301-2607
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networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000095109

ACCOUNT NO. : 072100000032

REFERENCE : 161936 11654A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 20, 1996

ORDER TIME : 12:45 PM

ORDER NO. : 161936-005

CUSTOMER NO: 11654A

900002010349--6
11/20/96--0.111--003
***\$122.50 ***\$122.50

CUSTOMER: Judy Baxter, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
FURIA
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILING

NAME: NORTH DADE CHECK CASHERS, INC.

EFFECTIVE DATE:

EFFECTIVE DATE
11-18-96

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Dmc 11/21/96

FILED
96 NOV 20 PM 2:41
TALLAHASSEE, FLORIDA
RECEIVED
96 NOV 20 PM 2:36
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
NORTH DADE CHECK CASHERS, INC.

FILED
96 NOV 20 PM 2:41
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of NORTH DADE CHECK CASHERS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

NORTH DADE CHECK CASHERS, INC.

EFFECTIVE DATE

11-18-96

ARTICLE II. ADDRESS

The mailing address of the corporation is:

2601 S. Bayshore Drive
Suite 600
Miami, FL 33133

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on November 18, 1996.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Samara Quiñonez	2601 S. Bayshore Drive Suite 600 Miami, FL 33133

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Sylvan Holtzman	2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party

by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.


ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 18th day of November, 1996.



Sylyan Holtzman, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR Domicile FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**


FILED
36 NOV 20 PM 2:40
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That NORTH DADE CHECK CASHERS, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at Dade County, State of Florida, has named HKE&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



By Sylvan Holtzman, President
HKE&F Registered Agent Corp.

P96000095109

HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

4601 SOUTH BAYSHORE DRIVE

SUITE 400

MIAMI, FLORIDA 33130

TELEPHONE (305) 859-7700

TELEFAX (305) 859-9996

1 EAST NINE STREET
ORLANDO, FLORIDA 32801
TELEPHONE (407) 830-0095
TELEFAX (407) 839-2050

THE ESPERSON BUILDING
815 WALKER, SUITE 650
HOUSTON, TEXAS 77002
TELEPHONE (713) 222-9944
TELEFAX (713) 236-8114

December 3, 1996

VIA FEDERAL EXPRESS

REPLY TO:

Miami

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002019543--1
-12/04/96--01078--005
*****87.50 *****87.50

Re: North Dade Check Cashers, Inc.
File No. 96-1341

Dear Sir or Madam:

Enclosed is an original and one copy of the Affidavit of Resignation of Officer and/or Director of North Dade Check Cashers, Inc., a Florida corporation. Also enclosed is check number 3479? in the amount of \$87.50 made payable to the Department of State for payment of the filing and certified copy fees.

Please file the Affidavit of Resignation and kindly return the certified copy in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter

Judy Wikel Baxter
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -4 AM 11:13

FILED

/jwb
Enclosures

Off Res

NFS

12-11-96

MA-8836

FLORIDA DEPARTMENT OF STATE, JIM SMITH, SECRETARY OF STATE

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
96 DEC -4 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

I, Samara Quiñonez, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

1. I, Samara Quiñonez, hereby resign as Director of NORTH DADE CHECK CASHERS, INC., a Florida corporation; and
2. That the corporation has been notified in writing of the resignation pursuant to §607.0807, Florida Statutes.

S. Quiñonez
SAMARA QUINONEZ

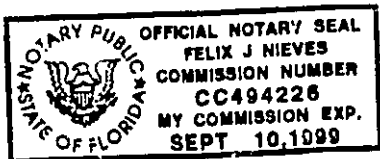
THE FOREGOING INSTRUMENT was acknowledged before me on this 29 day of November, 1996, by Samara Quiñonez, who is personally known to me or who has produced PERSONALLY KNOWN TO ME as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: *Felix J. Nieves*

Print: FELIX J. NIEVES

My commission expires:
SEPTEMBER 10TH 1999



FILING FEE IS \$35.00

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