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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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ACCT#: 070744001530

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NAME: AAAAA AUTO TITLE LOANS, INC.
AUDIT NUMBER.....H96000017362
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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PREPARED BY:
ace! INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33138
305-358-2571

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

ACE INDUSTRIES

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Dana Calloway
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FAX Aud. #: H96000017362
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H96-17362

ARTICLES OF INCORPORATION

of AAAAA Auto Title Loans, Inc.
 a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

- Article 1:** Name of the Corporation: AAAAA Auto Title Loans, Inc.
 Address of the Corporation: 1923 N.E. 164th Street
North Miami Beach, FL 33162
- Article 2:** DURATION: Term of existence of the corporation is perpetual.
- Article 3:** PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.
- Article 4:** CAPITAL STOCK: The number of shares which the Corporation has authorized to be outstanding at any one time is 100.

PAR VALUE 0 (Information about PAR VALUE is not required but may be included).

- Article 5:** REGISTERED OFFICE: The street address of the initial registered office of the Corporation shall be: 1923 N.E. 164th Street, North Miami Beach, FL 33162, and the name of the initial registered agent at such address is Victor F. Dante

I am familiar with and hereby accept the duties and responsibilities as registered agent for said Corporation.

Victor F. Dante
 Signature of Registered Agent

12/10/86
 Date

- Article 6:** The Board of Directors are as follows:

The name and address of the initial Director: (All persons listed after the first are additional directors)

1. Victor F. Dante
1923 N.E. 164th Street
North Miami Beach, FL 33162

- Article 7:** The Name and address of the incorporator is:

Victor F. Dante
1923 N.E. 164th Street, North Miami Beach, FL 33162

In witness whereof I have subscribed my name

Victor F. Dante
 Signature of Incorporator

PREPARED BY:
ace! INDUSTRIES, INC.
 64 NW 11th Street
 Miami, FL 33136
 305-358-2571

H96-17362