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Of Counsel

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Board Certified Real Estate Attorney

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December 17, 1996

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Florida Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

RE: TITLE MAX OF PALM BEACH COUNTY, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the stamped copy to my attention at your earliest convenience. Payment in the amount of \$122.50 representing the filing fees is also enclosed.

Should you have any questions, please call my office at the above number.

Sincerely yours,


JAMES F. MILLER
JFM:npv

Enclosures

DEC 26 1996

BSB

FILED
96 DEC 19 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TITLE MAX OF PALM BEACH COUNTY, INC.

FILED
96 DEC 19 AM 9:20
STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation is TITLE MAX OF PALM BEACH COUNTY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1400 Centrepark Blvd.,

Suite 860, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that address is James F. Miller.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial board of directors of this corporation are:

James F. Miller 1400 Centrepark Blvd., Suite 860, West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

James F. Miller 1400 Centrepark Blvd., Suite 860, West Palm Beach, FL 33401

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.


ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of December, 1996.


James F. Miller

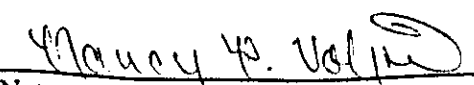
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, appeared JAMES F. MILLER to me known to be the person(s) identified herein [personally known by me] or [who produced as identification in the form of _____] and who executed the foregoing instrument and he acknowledged before me that he executed the same and who [did] ~~[did not]~~ take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 17th day of December, 1996.



NANCY P. VOLPI
MY COMMISSION # CC436055 EXPIRES
JANUARY 30, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.


Notary Public, State of Florida at Large
My Commission Expires: 1/30/99

Type or Print Notary Name: Nancy P. Volpi

[Notary Seal]

STATE OF FLORIDA
DEPARTMENT OF STATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

TITLE MAX OF PALM BEACH COUNTY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1400 CENTREPARK BLVD., SUITE 860, WEST PALM BEACH, FL 33401, HAS NAMED JAMES F. MILLER AS REGISTERED AGENT, LOCATED AT 1400 CENTREPARK BLVD., SUITE 860, WEST PALM BEACH, FL 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature of Incorporator

Dated: 12/17/96

FILED
96 DEC 19 AM 9:20
STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

Signature of Registered Agent

Dated: 12/17/96