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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 26, 1996

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Hon. Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

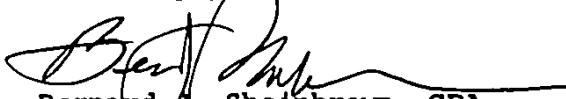
Dear Secretary of State Mortham:

Enclosed please find the Articles of Incorporation for FAIR TITLE CO., INC. along with a remittance of \$122.50 to cover the costs of incorporation.

Should you have any questions, or need any additional information, please do not hesitate to contact us.

Thank you very much for your cooperation.

Sincerely yours,


Bernard J. Shainbrow, CPA
BJS:jm

1-2-97
TB

ARTICLES OF INCORPORATION

FAIR TITLE LOAN CO., INC.

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TALLAHASSEE, FLORIDA

We, the undersigned, all being sui juris, do hereby agree for ourselves, under the laws of the State of Florida, Florida Statute 607 et seq, and the provisions therein providing for the formation, rights, liabilities, privileges, benefits, and obligations conferred and imposed by said laws on corporations for profit, do hereby subscribe to and adopt the Articles set forth herein.

ARTICLE ONE: Name

The name of this Corporation shall be Fair Title Loan Co., Inc.

ARTICLE TWO: Duration

Fair Title Loan Co., Inc. shall have perpetual existence.

ARTICLE THREE: Purpose

The general and specific purposes for which Fair Title Loan Co., Inc. is organized are to:

A. Engage in the business of title loans services and sales.

B. Purchase, sell, receive, take by grant, gift or devise, bequest or otherwise, own, hold, improve, through experimentation in full or by an interest in related entities and development designed and appropriate for intra-structural development.

C. To transact the business of investing on behalf of itself or others, and part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

D. To invest in new and existing enterprises on its own or by the mechanism of joint venture.

E. To procure, interview, investigate, recommend for employment, supervise and evaluate employees including, but not limited to, individuals, groups, forces, contractors, to engage in the corporation's objectives.

F. To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to or connected with the general business that is not forbidden by contrary to or inconsistent with the Florida Corporate laws and these Articles of Incorporation; whether in the State of Florida or in any other state, territory, district, or possession of the United States or in any foreign country in which the Corporation might do or engage in business.

G. To purchase the corporate assets of any other corporation engaged in the same or, dissimilar character of business.

H. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

I. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

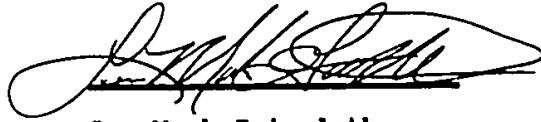
ARTICLE FOUR: Shares

The aggregate number of shares which the corporation is authorized to issue is three thousand (3000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE: Registered Agency And Office

The initial Registered Agent of the corporation shall be Lee Mark Faircloth, 1700 Park Avenue, Orange Park, Florida 32073.

I acknowledge and accept the duties and responsibilities as registered agent for Fair Title Loan Co., Inc.



Lee Mark Faircloth

The initial principal office of said corporation shall be located at 1700 Park Avenue, Orange Park, Florida 32073.

ARTICLE SIX: Board Of Directors

Fair Title Loan Co., Inc. shall initially have two(2) Directors; whose names and addresses are as follows:

Lee Mark Faircloth, 1700 Park Avenue, Orange Park, Florida 32073.

James T. Pope, 424 W. Saturn Lane, Orange Park, Florida 32073.

ARTICLE SEVEN: Officers

The names and addresses of the initial officers of are as follows:

President and Treasurer: Lee Mark Faircloth, 1700 Park Avenue, Orange Park, Florida 32073.

Vice-President and Treasurer: James T. Pope, 424 W. Saturn Lane, Orange Park, Florida 32073.

ARTICLE EIGHT: Shareholder Action

A majority of the shareholders of the Corporation shall be required for any shareholder action.

ARTICLE NINE: Corporate By-Laws

The shareholders shall have the power to adopt, amend, alter, change or repeal the By-Laws or Articles of Incorporation when purposed and approved at a stockholders meeting, with not less than a three-fourths (3/4) vote of the common stock.

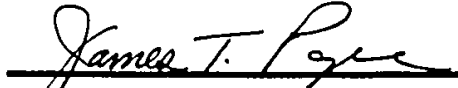
FILED
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have made and
subscribed these Articles of Incorporation at Jacksonville,
Clay County, Florida, on this ____ day of _____, 1996.

SIGNATURES OF SUBSCRIBERS



Lee Mark Faircloth



James T. Pope