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660 EAST JEFFERSON STREE	er			
Requestor's Name TALLAHASSEE, FL 32301				
Address				
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STATE OF FLORIDA

FILED

ARTICLES OF INCORPORATION

97 FEB 20 PH 2: 10

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

PREMIUM TITLE LOAN COMPANY, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: PREMIUM TITLE LOAN COMPANY, INC..

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 7313 AMANDAS CROSSING DRIVE SOUTH, JACKSONVILLE, FL 32244.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE THOUSANDTH

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

CLASS

PREFERENCES

LIMITATIONS

RELATIVE RIGHTS

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

SERIES

RELATIVE RIGHTS

PREFERENCES

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 7313 Amandas Crossing Drive South, Jacksonville, FL 32244

AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS Joe D. Jefferson

NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

ROGER L. TAYLOR
C/O 15 CONSTITUTION DRIVE
SUITE 120
BEDFORD, NH 03110

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

BRENDA J. CULLEN

2 OLIVER STREET, BOSTON, MA 02109

NICOLE JOHNSON

2 OLIVER STREET, BOSTON, MA 02109

KRISTEN TIRRELL

2 OLIVER STREET, BOSTON, MA 02109

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS 14TH DAY OF FEBRUARY, 1997.

SIGNATURE/TITLE

BRENDA A. CULLEN, INCORPORATOR

NICOLE JOHNSON, INCORPORATOR

KRISTEN TIRRELL, INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION **607.0501 (3) F.S.**: Joe D. Jefferson **IS FAMILIAR WITH AND** ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED February 19th , 1997 BY_

(TITLE OF OFFICER)