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JOHN C. TRENTELMAN
ATTORNEY AT LAW
207 NORTH MAGNOLIA AVENUE
P.O. BOX 5863
OCALA, FLORIDA
34475

EFFECTIVE DATE
2-21-97

REAL ESTATE
PROBATE
GENERAL PRACTICE

TELEPHONE 352-732-6977
FAX 352-732-6981

February 21, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

100002101201--7
-02/28/97--01077--006
***122.50 ***122.50

re: A-1 Title Gainesville, Inc.

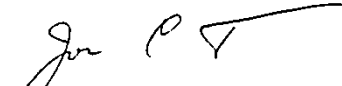
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of the captioned corporation which I ask that you approve and file.

Also enclosed is a check to your order in the sum of \$122.50 representing statutory filing fee, costs of certifying one copy of the Articles, the filing tax, and certificate of resident agent.

Would you kindly certify the enclosed copy and return it to me.

Very truly yours,


John C. Trentelman

JCT:vmc
enclosure

FILED
97 FEB 28 AM 8:00
DIVISION OF STATE
TALLAHASSEE, FLORIDA

3-6-97



CERTIFICATE
OF
ARTICLES OF INCORPORATION

EFFECTIVE DATE
2/21/97

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the General Corporation Law, Chapter 607, Florida Statutes, 1985.

ARTICLE I.

The name of this corporation shall be A-1 TITLE OF GAINESVILLE, INC. and its corporate address shall be 2207 Magnolia Avenue, Ocala, Florida 34475.

ARTICLE II.

General Nature of Business

The general nature of the business to be transacted by the corporation shall be:

1. Operation of car/title loan business.
2. To buy, lease, hold and sell real estate and personal property.
3. To purchase, sell and hold stock in other corporations.
4. To erect buildings of any kind, and to hold, lease and sell the same.
5. To form co-partnership with other corporations or persons.
6. To engage in other lawful business which a corporation may be permitted to engage in under the laws of the State of Florida; the powers of the corporation not being limited by the general nature of the business to be transacted as herein specified.

FILED
97 FEB 28 11 00
CLERK OF STATE
TALLAHASSEE, FLORIDA

7. For any and all of the foregoing purposes, to borrow money and, if necessary, to mortgage, pledge and otherwise alien any and all real and personal property or any interest therein held and owned by said corporation, and to execute such promissory notes and other evidences of indebtedness as the same may be necessary or expedient to the carrying out of said purposes.

ARTICLE III.

Capital Stock

The said corporation shall issue only one class of stock, which shall be common stock with \$10.00 par value, the maximum number of shares of stock with \$10.00 par value which the corporation is authorized to have outstanding at any time shall be one hundred (100) shares; subject, however, to the right of said corporation to increase its capital stock as provided by law; and by such increase to issue additional stock either with or without nominal par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions or qualifications of voting powers of such additional stock, in an amendment to its articles of incorporation.

ARTICLE IV.

Corporate Existence

This corporation shall have perpetual existence unless sooner dissolved according to law, beginning on the date of signing by subscribers.

ARTICLE V.

The amount of capital with which this corporation shall begin

business is \$1,000.00.

ARTICLE VI.

The registered office of said corporation shall be 207 N. Magnolia Avenue, Ocala, Florida 34475, with the privilege of having branch offices at other places within or without the State of Florida. The initial registered agent at such address shall be JOHN C. TRENTelman.

ARTICLE VII.

Management by Stockholders

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VIII.

The names and post office addresses of the President and Secretary, each to hold office for the first year of existence of the corporation and until their successors are elected or appointed and have qualified are:

Linc Abshier, President

Kathleen Kaufman, Secretary/Treasurer

ARTICLE IX.

Names and addresses of Subscribers

The name and post office addresses of each subscriber of this certificate of incorporation and a statement of the number of shares of stock which he agrees to take, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, are:


<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
John C. Trentelman	207 N. Magnolia Avenue Ocala, Florida 34475	100	\$1,000.00

ARTICLE X.

Miscellaneous

The shares of stock in the corporation may be issued to the subscribers at a meeting duly convened and held, and payment for the same may be made whether in money, property, or services, in such manner as may be provided by the said stockholders under the authority aforesaid. Stockholders shall be granted full pre-emptive rights.

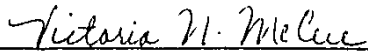
IN WITNESS of the foregoing, we have hereunto set our hands and seals, and authorized to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, on this 21 day of February, 1997.


John C. Trentelman

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this 21 day of February, 1997, personally appeared before me, the undersigned, JOHN C. TRENTELMAN, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and that he acknowledged before me the execution of the same for the uses and purposes therein set forth and expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my seal this day and year first above written.


Notary Public, State of Florida
My commission expires: _____



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

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First - That A-1 TITLE OF GAINESVILLE, INC. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation, at City of
Ocala, County of Marion, State of Florida, has named JOHN C.
TRENTELMAN, located at 207 N. Magnolia Avenue (Street address and
number of building, Post Office Box address not acceptable), City
of Ocala, County of Marion, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: John C. Trentelman
Resident Agent

FILED
97 FEB 28 AM 8 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA