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Jim Scutti

**P97000046997**

February 11, 1999

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State of Florida  
Division of Corporations  
Department of State  
The Capitol  
Tallahassee, Florida 32301

100002783111--3  
-02/22/99--01107--004  
\*\*\*\*113.75 \*\*\*\*\*43.75

Re: Alamo Auto Title Loans, Inc.

Dear Sir or Madam:

I am enclosing herewith an original and a copy of Amended and Restated Articles of Incorporation of Alamo Auto Title Loans, Inc. and an original and a copy of an executed Certificate of Determination of Preferences of Preferred Shares attached to the Articles. Also enclosed is a check in the sum of \$113.75 which represents the following fees:

Filing Fee:	\$70.00
Certified Copy Fee:	8.75
Registered Agent Fee:	35.00

Please file the Amended and Restated Articles of Incorporation and Certificate of Determination of Preferences of Preferred Shares and return a certified copy to me. A self-addressed, stamped envelope is enclosed for your convenience to return the certified copy to me. Your prompt attention to this matter would be appreciated.

Sincerely yours,

*Jim Scutti*  
Jim Scutti  
For the Firm

JS/ig  
Encl.

cc: Richard Kleiman

*Mr. Scutti authorized  
to take word initial  
out of article VI*

FILED  
99 FEB 18 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated  
LFT*

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALAMO AUTO TITLE LOANS, INC.

FILED  
99 FEB 18 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, original shareholders and directors of a corporation under the Florida Business Corporation Act, adopt the following Amended and Restated Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is Alamo Auto Title Loans, Inc.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 335 North Federal Highway, Boca Raton, Florida 33432.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 7,000,000, which are to be divided into two classes as follows:

- (a) 5,000,000 shares of common stock having a par value of \$.001 per share; and
- (b) 2,000,000 shares of Preferred Stock having a par value of \$.001 per share. The Preferred Stock may be issued from time to time, with such designations, preferences, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock adopted by the Board of Directors pursuant to the authority given in this paragraph. Of these shares of Preferred Stock, 1,000,000 shall be designated as Series A Redeemable Convertible Preferred Stock. The terms of the Series A Redeemable Convertible Preferred Stock are set forth in the Certification Of Determination Of

Preferences Of Preferred Shares Designated Series A Redeemable Convertible Preferred Stock attached hereto and incorporated by reference.

#### Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is Richard Kleiman, 335 North Federal Highway, Boca Raton, Florida 33432.

#### Article V - Incorporators

The name and address of the incorporator is Richard Kleiman, 335 North Federal Highway, Boca Raton, Florida 33432.

#### Article VI - Initial Board of Directors

The corporation shall have four directors ~~initially~~. The number of directors may be increased or decreased by the bylaws but shall never be less than one. The names and addresses of the ~~initial~~ directors are Richard Kleiman, 335 North Federal Highway, Boca Raton, Florida 33432; Jeffrey Kleiman, 335 North Federal Highway, Boca Raton, Florida 33432; Maurice A. Halperin, 2500 North Military Trail, Suite 225, Boca Raton, Florida 33431; and Brian S. Clouse, 2500 North Military Trail, Suite 225, Boca Raton, Florida 33431.

#### Article VII - Purpose

The purpose of this corporation is to transact any and all lawful business.

#### Article VIII - Bylaws

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

#### Article IX - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to

services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

Article X - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.

Article XI - Control Share Acquisitions

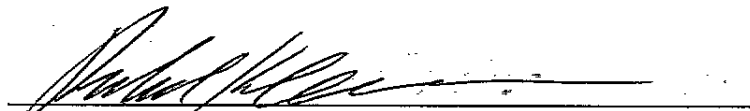
This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

Article XII - Amendment

The power to adopt, alter, amend or repeal the Articles of Incorporation shall be vested in the Board of Directors by a majority vote.

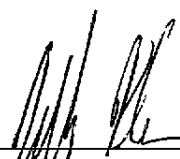
The foregoing Amended and Restated Articles of Incorporation was duly adopted by written consent of the incorporator, shareholders and Board of Directors pursuant to Sections 607.0704 and 607.0821, Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator, shareholders and directors of this Corporation have executed these Amended and Restated Articles of Incorporation, this February 9<sup>TH</sup> 1999.

  
Richard Kleiman, Incorporator and Director

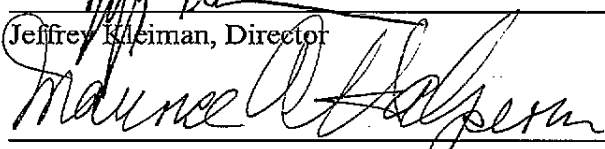
THE RICHARD KLEIMAN REVOCABLE TRUST,  
Shareholder

By:   
Richard Kleiman, Trustee



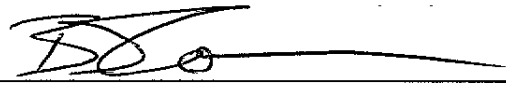
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Jeffrey Kleiman, Director



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Maurice A. Halperin, Shareholder and Director



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Brian S. Clouse, Shareholder and Director

**CERTIFICATE OF DETERMINATION OF PREFERENCES OF  
PREFERRED SHARES DESIGNATED  
"SERIES A REDEEMABLE CONVERTIBLE PREFERRED STOCK"  
OF  
ALAMO AUTO TITLE LOANS, INC.,  
A Florida Corporation**

The undersigned, Richard Kleiman, President and ~~Jeffrey Kleiman~~ <sup>JEFFREY KLEIMAN</sup>, Secretary and

~~JEFFREY KLEIMAN~~ <sup>VICE PRESIDENT</sup>, hereby certify that:

(i) They are the duly elected President and Secretary and Treasurer, respectively, of Alamo Auto Title Loans, Inc., a Florida corporation (the "Company").

(ii) Pursuant to authority given by the Company's Articles of Incorporation, the shareholders and Board of Directors of this Company have duly adopted the following recitals and resolutions by unanimous consent on February 9, 1999.

"WHEREAS, the Restated and Amended Articles of Incorporation of the Company provide for a class of shares known as Preferred Stock, \$.001 par value per share, issuable from time to time; and

WHEREAS, the shareholders and Board of Directors of this Company are authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued preferred stock, to fix the number of shares constituting any such class, and to determine the designation thereof, or any of them; and

WHEREAS, the Company is interested, pursuant to the foregoing authority, to determine and fix the rights, preferences, privileges and restrictions related to a series of preferred stock to be designated "Series A Redeemable Convertible Preferred Stock" totalling 1,000,000 shares (the "Preferred Stock").

NOW, THEREFORE, BE IT RESOLVED, that the shareholders and Board of Directors hereby fix and determine the designation of, the number of shares constituting, and the rights, preferences, privileges and restrictions relating to, the Preferred Stock as follows:

1. Designation and Number of Shares. The Preferred Stock shall be designated "Series A Redeemable Convertible Preferred Stock" of a par value of \$.001 each and the number of shares constituting the Preferred Stock shall be 1,000,000.

2. Dividend Rights. Holders of shares of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the funds of the Company legally available therefore, cash dividends at an annual rate to be determined by the Board of Directors. Such dividends may be cumulative, at the discretion of the Board of Directors. Such dividends shall not be cumulative unless the Board of Directors directs otherwise. Dividends on the Preferred Stock shall be payable before any dividends shall be paid on or set apart for shares of any other series of preferred stock or other class of stock of the Company. Dividends shall be payable yearly, not later than February 15 of each year for any dividend due at the end of the preceding year.

3. Conversion Rights. The holders of the Preferred Stock may convert their Preferred Stock to an equal number of shares of common stock within sixty days after receiving written notice by the Company that the Company intends to have a public offering of its common stock. Holders of the Preferred Stock may also convert the Preferred Stock to common stock pursuant to the terms of redemption in paragraph 4 below.

4. Redemption. The Company has the option to call and redeem the Preferred Stock at a redemption price of \$ 1.00 per share. At the time of such call, the holders of the Preferred Stock shall have the option to convert their Preferred Stock to an equal number of shares of common stock. Such redemption by the Company or conversion by the Preferred Stock holders shall include all dividends accumulated and unpaid to the date fixed for redemption, upon giving the notice hereinafter provided. Not less than thirty days prior to the date fixed for redemption of the Preferred Stock, a notice specifying the time and place thereof shall be given by mail to the holders of record of the shares of Preferred Stock at the respective addresses as the same shall appear on the stock records of the Company, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for redemption.

Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice. Upon such redemption date, or such earlier date as the Board of Directors shall designate for payment of the redemption price (unless the Company shall default on the payment of the redemption price set forth in such notice), the holders of the shares of Preferred Stock to whom notice has been duly given shall have no interest in or claim against the Company by virtue thereof and shall have no right with respect to such shares except the right to receive the monies payable upon such redemption from the Company, without interest thereon, or an equal number of shares of common stock of the Company, upon surrender and endorsement, if required by the Company, of the Preferred Stock certificates. All redeemed Preferred Stock shall, after such redemption, have the status of authorized but unissued preferred stock, without designation as to series until such stock is once more designated as part of a particular class or series thereof by the Company's Board of Directors.

5. Voting Rights. Except as may be provided by law, the holders of Preferred Stock will not be entitled to vote. Unless the vote or consent of the holders of a greater number of shares is required by law, the consent of the holders of at least a majority of all of the Preferred Stock at the time outstanding shall be necessary to change, alter or revoke the rights and preferences conferred upon the Preferred Stock by the Articles of Incorporation or this Resolution or to adopt an amendment to the Articles of Incorporation adversely affecting the rights of the holders of the Preferred Stock.

6. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Company, holders of the Preferred Stock shall be entitled to receive, after due payment or provision for payment of the debts and other liabilities of the Company, a liquidating distribution before any distribution may be made to holders of common stock.


FURTHER RESOLVED, that the President or Secretary and Treasurer, are each authorized to execute, verify and file a certificate of determination of preferences in accordance with Florida law."



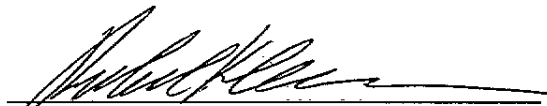
(iii) The authorized number of shares of preferred stock of the Company is 2,000,000 of a par value of \$.001 each, none of which has been issued.

IN WITNESS WHEREOF, the undersigned have caused its corporate seal to be affixed and this Certificate to be executed by its President and by its Secretary and <sup>Vice President</sup> ~~Secretary~~ as of the 9<sup>TH</sup> day of February, 1999.

Attest:

  
\_\_\_\_\_  
Jeffrey Kleiman  
Vice President and Secretary

ALAMO AUTO TITLE LOANS, INC.

  
\_\_\_\_\_  
Richard Kleiman, President