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June 6, 1997

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FILED
DIVISION OF CORPORATIONS
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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Turbo Title Loans, Inc.

Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Turbo Title Loans, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.

Lauren E Merriam III
Lauren E. Merriam, III

LEM/sp
Enclosures
cc: Mr. and Mrs. Benjamin I. Waller

6-9-97
WS

ARTICLES OF INCORPORATION
of
TURBO TITLE LOANS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I
NAME

The name of the corporation is Turbo Title Loans, Inc.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The street and mailing address of the initial principal office of the corporation is 3730 S.W. 51st Terrace, Ocala, Florida 34474.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered office and agent of this corporation is:

- (A) Registered Agent: Benjamin I. Waller
- (B) Registered Office: 3730 S.W. 51st Terrace
Ocala, Florida 34474

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

| | |
|------------------------|------------------------|
| Benjamin I. Waller | Judith Lynn Waller |
| 3730 S.W. 51st Terrace | 3730 S.W. 51st Terrace |
| Ocala, Florida 34474 | Ocala, Florida 34474 |

ARTICLE VIII
INCORPORATOR


The name and address of the incorporator signing these Articles of Incorporation is:

Benjamin I. Waller
3730 S.W. 51st Terrace
Ocala, Florida 34474

ARTICLE IX
AMENDMENT OF ARTICLES

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

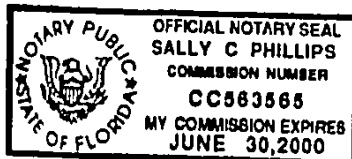
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 6th day of June, 1997.



BENJAMIN I. WALLER

STATE OF FLORIDA)
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 6th day of June, 1997, by BENJAMIN I. WALLER, who is personally known to me or who has produced FL Driver License as identification.



Sally C. Phillips
(Print Name)
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations of that position.

DATED this 6th day of June, 1997.

B. I. Waller
BENJAMIN I. WALLER
Registered Agent