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LAWRENCE P. BUSH

ATTORNEY AT LAW

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FORT WALTON BEACH, FLORIDA 32548

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE: (904) 243-1512

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June 19, 1997

Secretary of State
Division of Corporations
New Filings Section
Post Office Box 6327
Tallahassee, FL 32314

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-06/23/97--01183--019
*****70.00 *****70.00

RE: CASHMAX, INC.
A Florida Corporation

Dear Sir/Madam:

Enclosed herein is an original plus one copy of Articles of Incorporation for the above styled Corporation. Also enclosed is a check in the amount of \$70.00 to cover costs of filing same with your office. After filing, please return one copy to my attention.

Thank you for your assistance in this matter.

Sincerely,



LAWRENCE P. BUSH

LPB;mjr

Enclosures: As stated.

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6/25/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CASHMAX, INC.

ARTICLE I-CORPORATE NAME

The name of this corporation shall be CASHMAX, INC.

ARTICLE II-NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to make loans secured by automobile titles, but in addition, shall include any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Eight Hundred (800) Shares of common stock (a single class) having a par value of One Dollar (\$1.00) per share. The incorporators intend to issue shares initially to the following persons in the amount set opposite their names:

<u>NAME</u>	<u>SHARES VOTING</u>
SEBRON B. WILLIAMS	51
JUDSON WENDELL RUSS	49

ARTICLE IV-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as fully as may be done without issuing fractional shares) at the price at which it is offered to others.

ARTICLE V-TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing these articles.

ARTICLE VI-REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: JUDSON WENDELL RUSS, 5421 Edgewater Drive, Orlando, FL 32807. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time, in accordance with Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors are:

NAMES

SEBRON B. WILLIAMS

JUDSON WENDELL RUSS

ADDRESSES

420 N. Washington Street
Albany, CA 31701

6001 Oak Bin Street
Apt. # 8303
Orlando, FL 32819

ARTICLE VIII-INCORPORATOR

The name and street address of the person signing these Articles as Incorporator are: LAWRENCE P. BUSH, 150 Eglin Parkway, NE, Fort Walton Beach, Florida 32548.

ARTICLE IX-AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' Meeting by at least a majority of the shares entitled to vote, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation shall be made.

ARTICLE X-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law, particularly as prescribed in Florida Statute 607.0850 (1995) or any such successor statute.

ARTICLE XI-RESTRICTIONS ON TRANSFER OF SHARES

The shares issued by this Corporation shall not be transferred or conveyed to a subsequent person or entity without first offering such shares to:

- A. The Corporation.
- B. All other Shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 11th day of June, 1997.

WITNESSES:

Kemi Moore
Melina Rodriguez

L P Bush
LAWRENCE P. BUSH

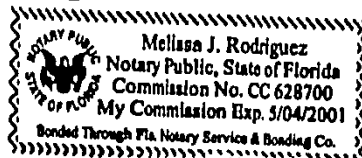
STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, personally appeared LAWRENCE P. BUSH, known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 11th day of June, 1997.

Melina Rodriguez
NOTARY PUBLIC




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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT ^{SECRETARY OF STATE} ~~TALIAHAM~~ ^{STATE} ~~PROCES~~
MAY BE SERVED:

In Compliance with Section 48.091, Florida Statute (1995), the following is submitted:

That CASHMAX, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5421 Edgewater Drive, Orlando, FL 32807, has named JUDSON WENDELL RUSS, of the same address, as its Agent to accept service of process within Florida.



LAWRENCE P. BUSH
Incorporator

Having been named to accept service of process for the above styled corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with, and accept the duties and responsibilities as Registered Agent for said corporation, and I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JUDSON WENDELL RUSS
Registered Agent