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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002224793--3
-06/27/97--01051--003
*****70.00 *****70.00

SUBJECT: AUTO-MATIC Title Loans INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

George Feldkamp
Name
16807 U.S. Highway 19 North Suite B
Address
Clearwater, Fl. 34624
City, State, & Zip
(813) 536-0107
Telephone Number

FILED
97 JUN 27 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed when certified copy is requested.

me 6/27/97

ARTICLES OF INCORPORATION
OF

FILED

97 JUN 27 PM 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTO-MATIC TITLE LOANS INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: AUTO-MATIC Title Loans INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

16807 U.S. Highway 19 North Suite B
Clearwater, FL 34624

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7500

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Beth Feldkamp
16807 U.S. Highway 19 North Suite B
Clearwater, FL 34624

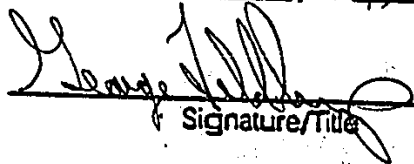
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

George Feldkamp
16807 U.S. Highway 19 North Suite B
Clearwater, Fl. 34624

The undersigned has(have) executed these Articles of Incorporation this

17th day of JUNE, 1997.

 PRESIDENT
Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION:
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: AUTO-MATIC Title Loans INC.

2. The name and address of the registered agent and office is:

Beth Feldkamp

(NAME)

16807 U.S. Highway 19 North Suite B

(P.O. BOX NOT ACCEPTABLE)

Cleawater, Fl. 34624

(CITY/STATE/ZIP)

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97 JUN 27 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

(corporate officer)

TITLE President

DATE JUNE 17, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

REGISTERED AGENT FILING FEE: \$35.00