

P97000058427

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

600002229836--2
-07/03/97--01039--002
****122.50 ****122.50

Car Title Loan, Inc

DMC 7/3/97

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____


Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
97 JUL -3 AM 11:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
97 JUL -3 AM 10:32

CONSENT TO USE A FICTITIOUS NAME

The undersigned, as the sole shareholder of T & L Credit Corporation, a Florida corporation which has registered the fictitious name "Car Title Loan", hereby consents to the use of the name "Car Title Loan" by a corporation called "Car Title Loan, Inc."


Lawrence H. Pickett

ARTICLES OF INCORPORATION

OF

CAR TITLE LOAN, INC.

ARTICLE I. NAME

The name of this Corporation is:

CAR TITLE LOAN, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful act 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 have outstanding at any one time is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value voting common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall begin existence when these articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE V. ADDRESS

The initial registered address of the principal office of this corporation in the State of Florida is 1000 Riverside Avenue, Suite 500, Jacksonville, Florida 32204. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the directors, but shall never be less than one (1), nor more than five (5) in number. The name and address of the member of the first Board of Director is:

Ailish O'Connor
1000 Riverside Avenue, Suite 500
Jacksonville, Florida 32204

FILED

97 JUL -3 AM11:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, is as follows:

Ailish O'Connor
1000 Riverside Avenue, Suite 500
Jacksonville, Florida 32204

ARTICLE VIII. INCORPORATOR

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

Ailish O'Connor
1000 Riverside Avenue, Suite 500
Jacksonville, Florida 32204

ARTICLE IX. AMENDMENTS

1. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the corporation's board of directors and proposed by them to the corporation's stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

2. The initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time as provided therein.

3. Ownership of stock shall not be required to make any person eligible to serve either as an officer or director of this corporation.


4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

5. The board of directors is hereby specifically

authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement or any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under by-law, agreement, vote of shareholders or otherwise.



AILISH O'CONNOR

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

FILED
97 JUL -3 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First, that CAR TITLE LOAN, 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
Jacksonville, County of Duval, State of Florida, has named Ailish
O'Connor, 1000 Riverside Avenue, Suite 500, Jacksonville, Florida
32204, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping
open said office.



Ailish O'Connor
Registered Agent