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TRANSMITTAL LETTER

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

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-11/17/97--01122--010
***122.50 ***122.50

SUBJECT: USA Title Loans INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$52.50

FROM:

Ronald Luttrell

Name (printed or typed)

4831 S. ORANGE Blossom TRAIL

Address

ORLANDO, FL. 32839

City, State, & Zip

407-859-1616

Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 17 PM 12:46

FILED

Ronald GAVE

AUTHORIZATION BY PHONE TO

CORRECT art. 5

DATE 11/19/97

4 PM

Note: Please provide the original and one copy of the articles.

11/19/97 4pm

ARTICLES OF INCORPORATION

OF

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: USA Title LOANS, INC.

ARTICLE II PRINCIPAL OFFICE

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

4831 S. ORANGE BLOSSOM TRAIL
ORLANDO, FL. 32839

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TALLAHASSEE, FLORIDA

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: RONALD LUTTRELL
4831 S. ORANGE BLOSSOM TR.
ORLANDO, FL. 32839

ARTICLE V INCORPORATOR(S)

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

RONALD LUTTRELL

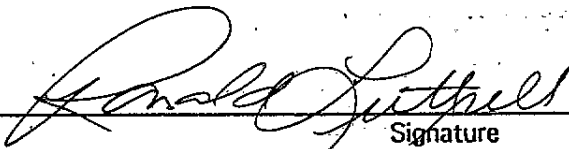
4831 S. ORANGE BLOSSOM TRAIL

ORLANDO, FL. 32839

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

11 day of 14, 1997.



Signature

Incorporator & Registered Agent

I accept the responsibilities
of Registered Agent.

Signature

Signature

Articles of Incorporation
Filing Fee - \$35