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Law Offices of
T. CHARLES SHAFER

LICENSED IN:
FLORIDA, NORTH CAROLINA,
U.S. DISTRICT COURT,
SOUTHERN DISTRICT, FLORIDA

(561) 467-2601
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CRIMINAL LAW
FAMILY LAW
CIVIL LITIGATION

November 7, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of U.S.A. Auto Title Loans, Inc.

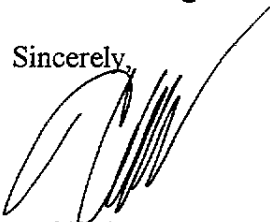
Dear Sirs or Madams:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,



T. Charles Shafer, Esq.

TCS/tls

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

U.S.A. AUTO TITLE LOANS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is U.S.A. AUTO TITLE LOANS, INC.

ARTICLE II - DURATION

The period of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are to engage in the business of loaning money to individuals and using their auto title as collateral, and any or all lawful business, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares. Such shares shall be of single class and have a par value of One Dollar (\$1.00) per share.

Since it is the purpose and intent of the incorporator hereto that this corporation be established as a subchapter S corporation, then all applicable Internal Revenue Code regulations and other controlling legislation are specifically incorporated into these Articles. The incorporator will comply with and/or file with the Internal Revenue Service the appropriate documents for implementation as a Subchapter S corporation. Any further legislation applicable to Subchapter S corporation shall be construed to apply to this corporation in order that this corporation may comply with and maintain, at the direction of the incorporator, its Subchapter S status.

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TALLAHASSEE, FLORIDA

ARTICLE V - REGISTERED OFFICE AND AGENT

PRINCIPAL OFFICE

The street number of the initial registered office of this Corporation is 402 Evergreen Terrace, Port St. Lucie, Florida 34983, and the name of the initial registered agent is James Thomas Dunn.

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one (1) nor more than five (5). The name and address of the initial director of this Corporation is:

NAME

ADDRESS

James Thomas Dunn

402 Evergreen Terrace
Port St. Lucie, Florida 34983

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator is as follows:

NAME

ADDRESS

James Thomas Dunn

402 Evergreen Terrace
Port St. Lucie, Florida 34983

ARTICLE IX - PREEMPTIVE RIGHTS

The parties hereto agree that before any shareholder in U.S.A. AUTO TITLE LOANS, INC. may offer his shares to a third party, those shares must be offered to all remaining shareholders at the same price being offered to the third party, prior to said shares being offered to a third party. Further, each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

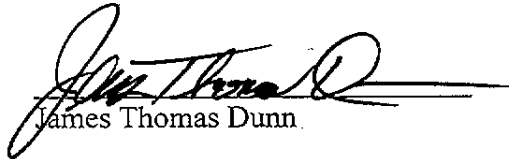
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at the Stockholders' meeting by at least a majority of the stock entitled to vote, unless all the Directors and Shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors and the Stockholders.

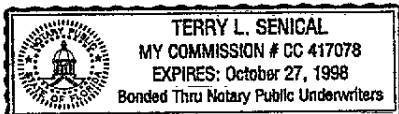
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 4 day of ~~November~~, 1997.

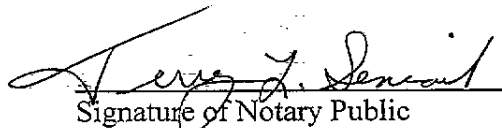

James Thomas Dunn

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared James Thomas Dunn, known to me and known by me to be the person who executed the foregoing Articles of Incorporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 4 day of November 1997.




Signature of Notary Public

Terry L. Senical
Printed Notary Name
State of Florida
My Commission Expires: 10-28-98

state and county aforesaid, this 4 day of ~~November~~, 1997.



Terry L. Senical
Signature of Notary Public

Terry L. Senical
Printed Notary Name
State of Florida
My Commission Expires: 10-27-98

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

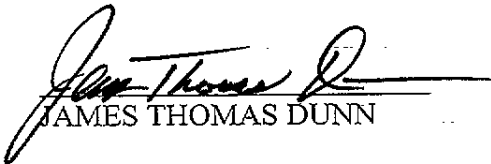
In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That U.S.A. AUTO TITLE LOANS, INC. (a corporation for profit) desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of St. Lucie, State of Florida, has named James Thomas Dunn, 402 Evergreen Terrace, Port St. Lucie, Florida 34983, 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 the place designated in the Certificate, I hereby accept this act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

STATE OF FLORIDA
COUNTY OF ST. LUCIE


JAMES THOMAS DUNN

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared James Thomas Dunn, known to me and known by me to be the person who executed the foregoing Articles of Incorporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the

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CLERK OF STATE
TALLAHASSEE, FLORIDA