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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305)541-3770

NAME: AIRPORT AUTO TITLE LOAN, INC.

AUDIT NUMBER.....H98000005142

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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B. McKnight MAR 17 1998

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ARTICLES OF INCORPORATION
OF
AIRPORT AUTO TITLE LOAN, INC.

The undersigned hereby associates AIRPORT AUTO TITLE LOAN, INC., for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the information, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I

The name of the corporation is:

AIRPORT AUTO TITLE LOAN, INC.

The principal place of business for this corporation is:

835 N.W. 42nd Avenue
Miami, Florida 33126

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ARTICLE II

The general nature of the business to be conducted and carried on by this corporation is:

- (a) Any and all business permitted under the laws of the United States and the State of Florida.
- (b) To engage in every aspect and phase of each and every lawful

BRUCE M. CEASE, ESQ.
2900 N.W. 7th Street
Miami, Florida 33125
Phone: (305) 642-5231
Fla. Bar. # 294160

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business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association" cooperative association, fraternal benefit society, state fair or exposition.

(c) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(d) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(e) Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the by-laws of the corporation may designate.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state,

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body politic or government or colony or dependency thereof.

(g) (1) The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or cancelled.

(3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

- (a) Eliminating fractional shares.
- (b) Collecting or compromising indebtedness to the corporation.
- (c) Paying dissenting shareholders entitled to payment for their shares under the provisions of the General Corporation Act.
- (d) Effecting, subject to the other provisions of the General Corporation Act, the retirement of its redeemable shares by redemption or by purchase at not to exceed the redemption price.

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(4) No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent.

(h) The corporation may keep books of the company outside the State of Florida, except as may otherwise be provided by law.

(i) The company may make by-laws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Article of Incorporation.

(j) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(k) The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make any limitations on the sale, assignment, transfer, pledge, hypothecation or other disposition of the stock of the corporation, as to which the

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stockholders of the corporation deem necessary and/or proper, for the best interests of the corporation.

(1) The objects and purposes specified in the foregoing clauses shall be, except where otherwise expressed, in no way limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

ARTICLE III

(a) The stockholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which said agreement shall be binding upon all persons.

(b) The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be Seven Five Hundred (7,500) at \$1.00 par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

(c) All of the aforementioned stock is to be issued as fully paid for and non-assessable.

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(d) There shall be pre-emptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to or acquiring shares. Stock in other corporations in going businesses may be purchased by the Corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than \$100.00.

ARTICLE V

The existence of this corporation is perpetual.

ARTICLE VI

The name and street address of the initial registered agent and registered office of this corporation is:

HARVEY KORNFELD 835 N.W. 42nd Avenue
Miami, Florida 33126

However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

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ARTICLE VII

The corporation shall have one or more Directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

(a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, alter, amend or repeal the by-laws of the corporation.
- (2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- (3) To set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was created.
- (4) When, and as authorized by the affirmative vote of the holders of all of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchise, upon such terms and conditions and for such consideration which maybe in whole, or in part, shares of stock in and/or other securities of any other corporations, as the Board of Directors shall deem expedient and for the best

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interests of the corporation.

ARTICLE VIII

The names and street addresses of the first Board of Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| HARVEY KORNFELD | 835 N.W. 42nd Avenue Miami, Florida 33126 |

ARTICLE IX

The names and street addresses of each subscriber and incorporator of these

Articles of Incorporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| HARVEY KORNFELD | 835 N.W. 42nd Avenue Miami, Florida 33126 |

ARTICLE X

(a) In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, and to alter and amend the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchises of this corporation.

(b) This corporation may, in its by-laws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities

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expressly conferred upon them by the Statutes.

(c) No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm association or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, is a party or are parties, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

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IN WITNESS WHEREOF, the parties of these Articles of Incorporation
have hereunto set their hands and seals this 16th day of March, A.D., 1998.

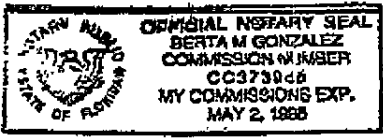

HARVEY KORNFELD


STATE OF FLORIDA)
SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly
authorized in the State and County named above, to take acknowledgements, personally
appeared HARVEY KORNFELD to me known to be the person described in the
foregoing Articles of Incorporation as the subscriber in, and who executed the same.

WITNESS MY hand and official seal in the County and State named above
this 16th day of March, 1998.

My Commission Expires:




NOTARY PUBLIC, State of Florida
at Large

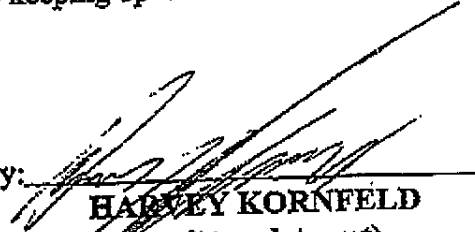
Berta M. Gonzalez
PRINTED NOTARY SIGNATURE

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ACKNOWLEDGEMENT: (Must be signed by Designated Registered Agent)

Having been named to accept service of process for the above 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.

By: 
HARVEY KORNFELD
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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