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Civil Litigation  
Business Disputes  
Securities Arbitration

September 17, 1998

Att: New Filing Section  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

600002644916--9  
-09/21/98--01110--019  
\*\*\*122.50 \*\*\*122.50

Re: Bee Ridge Title Loan, Inc.

Gentlemen/Ladies:

Kindly file the enclosed original and copy of Articles of Incorporation of Bee Ridge Title Loan, Inc. and forward the certified copy of the Articles to my office in the self-addressed stamped envelope provided. My operating account check in the sum of \$122.50 is enclosed for your fees.

If you have any questions, please feel free to contact my office. Thank you.

Very truly yours,

  
Meryl Conte Clayton

:m  
enc.

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WJS

**ARTICLES OF INCORPORATION OF  
BEE RIDGE TITLE LOAN, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is Bee Ridge Title Loan, Inc.

**ARTICLE II**

The existence of the Corporation shall begin on September 15, 1998.

**ARTICLE III**

The Corporation may engage in any lawful business.

**ARTICLE IV**

The street address of the principal office of the Corporation is 2325 ½ Bee Ridge Road, Sarasota, Florida 34239.

**ARTICLE V**

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VI**

The initial street address of the Corporation's registered office is 1800 Second Street, Suite 880, Sarasota, Florida 34236. The initial registered agent for the Corporation at that address is Meryl Conte Clayton.

**ARTICLE VII**

The initial board of directors shall consist of three members. The names and addresses of the persons who will serve on the initial board of directors are:

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John W. Pendlebury whose address is 4514 Chimney Creek Drive, Sarasota, Florida 34235,

David Dwiggins whose address is 4274 Boca Pointe Drive, Sarasota, Florida 34238, and

B. Stephen May whose address is 7436 Myrica Drive, Sarasota, Florida, 34241.

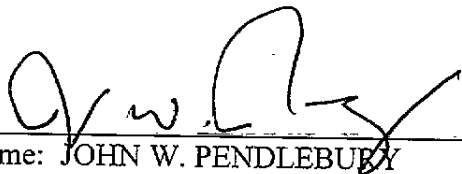
### ARTICLE VIII

The name and street address of the person signing these articles of incorporation is John W. Pendlebury whose address is the same as that indicated in Article VII herein.

### ARTICLE IX

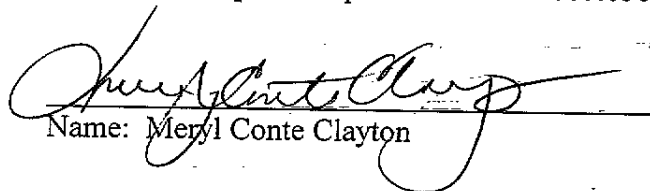
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of September, 1998.

  
Name: JOHN W. PENDLEBURY

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bee Ridge Title Loan, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Meryl Conte Clayton

Date: September 15, 1998.

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