

P99000005447

PAUL THILEM & CO
6554 NW 43RD COURT
CORAL SPRINGS, FL 33067
TEL. (954) 255-5435
FAX (954) 255-0299

Name of Person to contact: Paul Thilem
Address & Phone Number: as above
Amount of Money Sent: \$122.50

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-01/14/99-01068--007
****122.50 *****78.75

FILED
99 JAN 14 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK, JAN 20 1999

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OUR SELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I, NAME

THE NAME OF THIS CORPORATION SHALL BE: AUTO TITLE LOANS OF DELRAY BEACH, INC.

ARTICLE II, NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND 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 TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, OF ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IV, INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLES V, TERM OF EXISTENCE

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE VI, ADDRESS

THE INITIAL STREET ADDRESS IN THE STATE OF THE PRINCIPAL OFFICE OF THE COPORATION SHALL BE: 2715 SOUTH FEDERAL HIGHWAY
DELRAY BEACH, FLORIDA 33483

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THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY.

THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED
BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER
BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR
OF THIS CORPORATION:

BARRY SCHECTER
659 VERONA PLACE
WESTON, FLORIDA 33326

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATORS: BARRY SCHECTER

659 VERONA PLACE
WESTON, FLORIDA 33326

ARTICLE IX. BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE
VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE X. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY
AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE
SHAREHOLDER IN SUBJECT TO THIS RESERVATION.

ARTICLE XI. S CORPORATION

THIS CORPORATION MAY BE AN S CORPORATION AS DEFINED BY THE
INTERNAL REVENUE CODE.

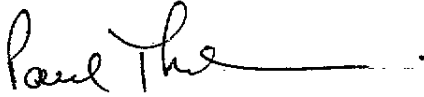
ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT, PAUL THILEM, LOCATED AT 6554 NW 43RD COURT, CORAL SPRINGS, FLORIDA 33067, ACCEPTS THIS POSITION AS SIGNED BELOW:

A handwritten signature in cursive script, appearing to read "Paul Thilem", written over a horizontal line.

PAUL THILEM

THE REGISTERED OFFICE WILL BE LOCATED AT 6554 NW 43RD COURT, CORAL SPRINGS, FLORIDA 33067.

A handwritten signature in cursive script, appearing to read "Paul Thilem", written over a horizontal line.


PAUL THILEM

IN WITNESS WHEREOF, THE UNDERSIGNED, AS SUBSCRIBING
INCORPORATORS, HAVE HERE INTO SET OUR HANDS AND SEALS
THIS 12th DAY OF Jan. 1999 FOR THE PURPOSE OF FORMING THIS
CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND
HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF THE
STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION, AND CERTIFY
THAT THE FACTS ARE TRUE.



SWORN TO AND SUBSCRIBED BEFORE ME

THIS 12th DAY OF January 1999



NOTARY PUBLIC



ELISE GROPPER
COMMISSION # CC733373
EXPIRES APR 13, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

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99 JAN 14 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA