

Sanford M. Martin, P.A.
Attorney at Law

79900046921

February 1, 1999

A Professional Law Association
2500 Airport Road, S. - Suite 315
Naples, Florida 34112
(941) 774-4000
Fax: 774-9611
Licensed in Florida and Illinois

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

100002865071--0
-05/06/99--01051--006
*****78.75 *****78.75

Subject: Articles of Incorporation for: AAA PAWN, Inc.

To: Division of Corporations:

Enclosed is an original and one copy of the Articles of Incorporation for a Florida corporation AAA PAWN, Inc.

Also, enclosed is a check for \$ 78.75 as payment for the filing fee and Certificate.

Please return the certificate to John Thedford, AAA Title Loans, 4736 Golden Gate Parkway, Naples, Florida 34116.

If you have any questions relating to this letter or the Articles of Incorporation, please contact me at (941) 774-4000.

Sincerely,

Sanford M. Martin
Sanford M. Martin

SMM/jh
Enclosure

FILED
99 MAY 19 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-11015

F. CHESSER
MAY 2 4 1999

Sanford M. Martin, P.A.
Attorney at Law

A Professional Law Association
2500 Airport Road, S. - Suite 315
Naples, Florida 34112

(941) 774-4000
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May 14, 1999

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

Subject: Articles of Incorporation for: AAA PAWN AND LOAN, Inc.;
Revision of Corporate Name To Resolve Conflict;
Ref. Number: W99000011015;

To: Division of Corporations, Atten: Freida Chesser, Corporate Specialist;

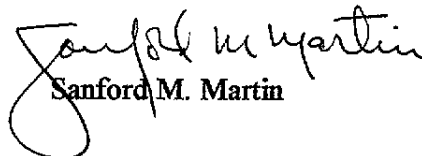
Enclosed is an original and one copy of the revised Articles of Incorporation for a Florida corporation, AAA PAWN AND LOAN, Inc.

Also, according to your letter dated 5/11/99, you retained the check for \$ 78.75 as payment for the filing fee and Certificate.

Please return the certificate to: John Thedford, AAA Title Loans, 4736 Golden Gate Parkway,
Naples, Florida 34116.

If you have any questions relating to this letter or the Articles of Incorporation, please contact me at (941) 774-4000.

Sincerely,


Sanford M. Martin

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **AAA PAWN AND LOAN, Inc**

ARTICLE II - PRINCIPAL OFFICE

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

2100 East Tamiami Trail, Naples, Florida 34112

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **100 shares with a par value of \$1.00 per share.**

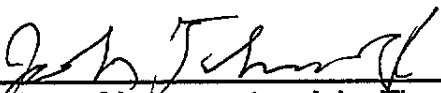
ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the initial registered agent are:

JOHN THEDFORD, 4736 GOLDEN GATE PARKWAY, NAPLES, FL 34116

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:



Signature of Incorporator, John Thedford
4736 Golden Gate Parkway, Naples, FL 34116

5/14/99

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

5/14/99

Date

FILED
MAY 19 1999
SECRETARY OF STATE
PALM BEACH COUNTY, FLORIDA