

0990000084804

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

USA Cash Express, Inc.

300002996073--6

-09/24/99--01037--003

*****87.50 *****87.50

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

☒ Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

99 SEP 24 PM 12:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 24 AM 10:01

RECEIVED

RECEIVED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

9/24/99

ARTICLES OF INCORPORATION
OF
USA CASH EXPRESS, INC.,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 24 PM 12:53

ARTICLE 1

The name of the corporation is USA CASH EXPRESS, INC.

ARTICLE 2

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

ARTICLE 3

The duration of existence of the corporation is perpetual.

ARTICLE 4

The aggregate number of shares that the corporation shall have authority to issue is 10,000 shares. All such shares shall be of a single class, designated as common, and shall be without par value.

ARTICLE 5

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE 6

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE 7

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 8

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability

of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ARTICLE 9

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE 10

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

George Pietropaolo
39 Sunleaf Drive
Pennfield, NY 14526

ARTICLE 11

The initial Registered Agent of the corporation is JAMES M. MAGEE, ESQUIRE. The street address of the corporation's initial registered office is:

226 Hillcrest Street
Orlando, Florida 32801

ARTICLE 12

The street and mailing address of the corporation's initial principal office is:

39 Sunleaf Drive
Pennfield, NY 14526

ARTICLE 13

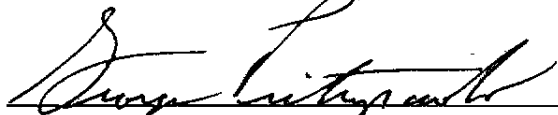
The name and address of the incorporator of the corporation is:

George Pietropaolo
39 Sunleaf Drive
Pennfield, NY 14526

In Witness Whereof, I have signed my name this date.

Dated: _____

9/23/99

A handwritten signature in cursive script, appearing to read "George Pietropaolo", is written over a horizontal line.

GEORGE PIETROPAOLO, Incorporator


**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
ADDRESS OF THE CORPORATION FOR SERVICE OF PROCESS
WITHIN THIS STATE, AND ACCEPTANCE.**

In accordance with Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said act;

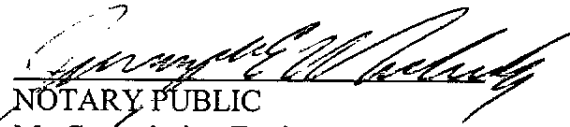
That **USA CASH EXPRESS, INC.**, desires to organize under the laws of the State of Florida with its registered office at 226 Hillcrest Street, Orlando, Florida 3280, as indicated in the Articles of Incorporation, has named as its registered agent and registered office, JAMES M. MAGEE, ESQUIRE, as its agent to accept service of process within this State.

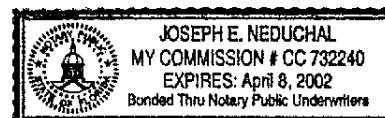

GEORGE PIETROPAOLO,
Incorporator

Having been named registered agent to accept service of process for the above stated corporation, at the place designated to this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of the aforementioned Statutes, including keeping open said office.


REGISTERED AGENT
JAMES M. MAGEE, ESQUIRE

The foregoing instrument was acknowledged before me this 22nd day of September, 1999, by JAMES M. MAGEE, ESQUIRE, as Registered Agent of USA CASH EXPRESS, INC., a Florida corporation on behalf of the corporation. He is personally known to me or has produced N/A as identification.


NOTARY PUBLIC
My Commission Expires:



99 SEP 24 PM 12:53
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS