

ARTICLES OF INCORPORATION OF A TITLE PAWN, INC.

The undersigned, a natural person(s) of the age of 21 or more, for the purpose of forming a corporation under the General Business Corporation Act of the State of Alabama and the Alabama Pawnshop Act, hereby adopt the following Articles of Incorporation:

Article I

NAME

The name of the corporation is A Title Pawn, Inc.

Article II

STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is 25,000 shares, each of which shall have a par value of \$1.00, and all of which shall be of one classification.

Article III

DURATION

The duration of the corporation is perpetual.

Article IV

PURPOSE

The corporation has been organized for the following purposes: to conduct business as provided under the Alabama Pawnshop Act and when not in conflict with this act to transact any or all lawful business for which corporations may be incorporated under the Alabama General Business Corporation Act.

Article V

REGISTERED AGENT/OFFICE

The location and street address of the initial registered office is

03/20/1997-08592
10:03 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 90.00

5465 Highway 280 East
Birmingham, Alabama 35242 (Shelby County)
and the name of its initial registered agent at such address is
Lilly C. Epperson.

Article VI

BOARD OF DIRECTORS

The number of directors shall not exceed five, as determined by the bylaws of the corporation. The name and address of the initial board of directors is

Lilly C. Epperson	214 Parker Circle	Harpersville, Al. 35078
Ricky C. Hines	635 Mountain Crest Road	Sterrett, Al. 35147
Jerry L. Statten	1361 County RD 39	Chelsea, Al. 35043

Article VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights.

Article VIII

BYLAW AMENDMENTS

The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws.

Article IX

CUMULATIVE VOTING FOR DIRECTORS

There shall be no cumulative voting for directors.

Article X

INDEMNIFICATION

The corporation shall have the power to indemnify to the fullest extent permitted by the law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any 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, officer, employee or agent of the corporation.

Article XI

NO PERSONAL LIABILITY

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which

involve intentional misconduct or a knowing violation of the law;
(c) Any distribution which is unlawful; (d) Any transaction from
which the director devived an improper personal benefit; or (e) Any
act or omission occurring prior to the date on which these Articles
of Incorporation are filed with the Secretary of State.

Article XII

CORPORATION PURCHASE OF ITS OWN SHARES

The corporation shall have the right to purchase, directly or
indirectly, its own shares to the extent of unreserved and
unrestricted capital surplus available therefore.

Article XIII

INCORPORATORS

The names and addresses of the initial incorporator(s) are as
follows:

Lilly C. Epperson
214 Parker Circle
Harpersville, Al. 35078

Ricky C. Hines
635 Mountain Crest Road
Sterrett, Al. 35147

Jerry L. Statten
1369 County Road 39
Chelsea, AL 35043

IN WITNESS THEREOF, the undersigned incorporator(s) have executed
these Articles of Incorporation, on this, the 20th day of March,
1997.



The person to contact with any question concerning this filing is:

Lilly C. Epperson, 214 Parker Circle, Harpersville, Al.
(205)980-5112 or (205)672-2031

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

A Title Loan, Inc.

This domestic corporation name is proposed to be incorporated in Talladega County and is for the exclusive use of Lillie Epperson, 214 Parker Circle, Harpersville, AL 35242 for a period of one hundred twenty days beginning February 26, 1997 and expiring June 27, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 26, 1997

Date

Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'. The signature is written in dark ink and is positioned over a horizontal line.

Secretary of State

Inst # 1997-08592

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