


STATE OF ALABAMA
COUNTY OF SHELBY


20030808000519270 Pg 1/3 95.00
Shelby Cnty Judge of Probate, AL
08/08/2003 10:15:00 FILED/CERTIFIED

**ARTICLES OF INCORPORATION
OF
PayLess Check Advance, Inc.**

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

I. NAME OF CORPORATION

The name of the corporation is: PayLess Check Advance, Inc.

II. DURATION OF CORPORATION

The period of the corporation shall be perpetual.

III. PURPOSE OF CORPORATION

The purpose or purposes of the corporation shall be as follows:

1. To engage in the business of cashing checks from individuals.
2. To do all things necessary, desirable or expedient in the operation, management and conduct of the aforesaid business.
3. To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as last amended, and particularly as set forth in Section 10-2A-20 thereof.

IV. AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have the authority to issue is 50,000 shares of common stock of the par value of \$1.00 per share. The amount of capital with which the corporation will begin business will be \$1,000.00 consisting of 1,000 shares of common stock of the par value of \$1.00 per share, all of which shall be paid in.

V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 2212 Avanti Lane, Hoover, Alabama 35226, and the name of its initial registered agent at such address is H.E. Smith III.

VI. DIRECTORS

The number of directors constituting the initial Board of Directors is two and the name and addresses of the persons who are to serve as Director until the first meeting of shareholders, or until their successor is elected and shall qualify are:

H.E. Smith III
2212 Avanti Lane
Hoover, Alabama 35226

Thomas W. Wright
235 Bradford Place
Richland, Mississippi 39218

VII. INCORPORATOR

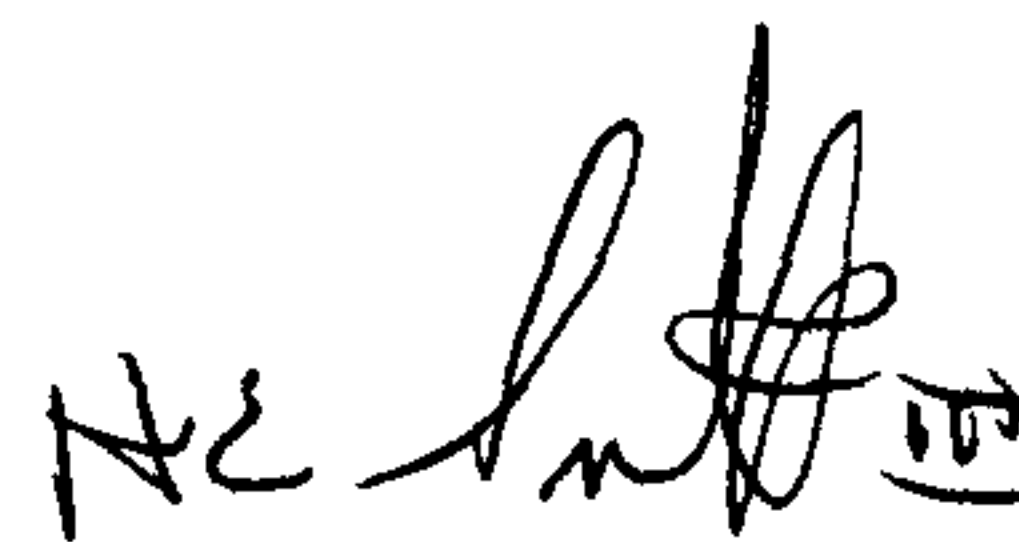
The name and address of the incorporator is:

H.E. Smith III
2212 Avanti Lane
Hoover, Alabama 35226

VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation, and in the manner now or hereafter provided by law, and all rights conferred upon its Officers, Directors and Shareholders of the Corporation are granted subject to this reservation.

Dated August 7, 2003



H.E. Smith III
Incorporator

This petition was prepared and submitted by the incorporator, H.E. Smith III, 2212 Avanti Lane, Hoover, Alabama 35226.

Subscribed and sworn to before me this 7 Day of August, 2003


Notary Public

Notary Public, Alabama State At Large
My Commission Expires September 26, 2003

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

PayLess Check Advance, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Gene Smith, PO Box 1727, Pelham, AL 35124 for a period of one hundred twenty days beginning July 21, 2003 and expiring November 19, 2003.



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.

July 21, 2003

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', is written over a horizontal line.

Nancy L. Worley

Secretary of State