

**ARTICLES OF INCORPORATION
OF
TETON FINANCIAL OF POCA TELLO, INC.**

FILED/EFFECTIVE

2002 FEB 27 PM 2: 52

The undersigned, acting as incorporator to form a corporation under the IDAHO BUSINESS CORPORATION ACT (30-1-1 to 30-1-153, as amended), adopts the following ARTICLES OF INCORPORATION:

ARTICLE I

The name of the corporation shall be TETON FINANCIAL OF POCA TELLO, INC.

ARTICLE II

The purposes for which this corporation is formed are to make installment loans pursuant to the IDAHO CREDIT CODE (28-41-101 to 28-41-302, et al., as amended) and to engage in any lawful activity for which corporations may be organized under the IDAHO BUSINESS CORPORATION ACT.

ARTICLE III

The address of the initial registered office of the corporation is:

1295 E Holly Street
Boise, ID 83712

The name of the initial registered agent of the corporation at the hereinabove stated address is:

Ted Bertleson

ARTICLE IV

One director shall constitute the initial Board of Directors, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders is as follows:

Thomas H. Lee
1855 Old Carriage Lane
Baton Rouge, Louisiana 70806

ARTICLE V

The authorized capital stock of this corporation shall be five hundred thousand (500,000) shares of common stock. All shares of stock are without par value. The five hundred thousand (500,000) shares of common stock shall be divided into two classes of two hundred fifty thousand (250,000) shares each. Except for the difference in voting rights, each share shall be in all respects equal to every other share.

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Each shareholder of Class A common stock, consisting of two hundred fifty thousand (250,000) shares, shall have the right to cast one vote for each share standing in his name on the books of the corporation.

Each shareholder of Class B common stock, consisting of two hundred fifty thousand (250,000) shares, shall possess all the rights of a Class A shareholder except for the right to cast votes. Class B common stock has no voting rights.

ARTICLE VI

The stock of this corporation shall be issued only for cash, or for property or services actually performed, as authorized by the Board of Directors.

ARTICLE VII

The Board of Directors shall fix the terms and conditions of sale, and the time for payment of all stock sold.

ARTICLE VIII

At all shareholders' meetings the presence, in person or by proxy, of the holders of a majority of the total voting power of this corporation shall constitute a quorum. Each shareholder eligible to vote shall be entitled to one vote for each share registered in his name on the books of the corporation.

ARTICLE IX

All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of at least one and not more than seven members. The members of the Board of Directors shall serve for one year or until their successors are elected, unless removed from office by a duly called meeting of the shareholders.

The number of directors may be changed by action of the Board of Directors, within limits established by these articles.

The Board of Directors shall have the right and power to approve or disapprove any and all actions of any and all officers of this corporation.

If a vacancy occurs on the Board of Directors before the annual shareholders' meeting, then such vacancy may be filled by appointment made by the Board of Directors.

The first annual meeting of the directors and all annual meetings thereafter will be held on a date and at a time that will be determined by the Secretary. Meetings shall be held at places designated by the Secretary.

Any director absent from a meeting of the Board of Directors or any committee thereof, may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

Directors of the corporation need not be residents of the state of Idaho.

ARTICLE X

The Board of Directors may make and alter by-laws, subject to the ratification and approval of the shareholder or shareholders having more than fifty (50) percent of the total voting power at an annual or special meeting of the shareholders.

ARTICLE XI

The officers of the corporation shall be a president, one or more vice presidents as may be prescribed by the bylaws, a secretary and treasurer, and any other officers deemed necessary by the Board of Directors. The offices of Secretary and Treasurer may be combined into one office. Officers shall be selected by the Board of Directors and shall serve one term of one year, or until their successors are chosen and qualified. Officers of the corporation may or may not be shareholders of the corporation.

ARTICLE XII

Special meetings of shareholders may be called at any time by the Board of Directors. At any time, upon written request of any shareholder or shareholders holding in the aggregate one fifth (1/5) or more of the total voting power, the Secretary shall call a special meeting of shareholders to be held on a date and at a time and place that will be determined by the Secretary, not less than ten (10) days nor more than fifty (50) days before the date of the meeting. If the Secretary shall neglect or refuse to fix such time and place or to give notice of the meeting, the shareholder or shareholders making the request shall do so.

ARTICLE XIII

The name and address of the incorporator is:

Ted Bertleson
1295 E. Holly Street
Boise, ID 83712

Dated this 27 day of February, 2002.

By: Ted Bertleson
Ted Bertleson, Incorporator