

ARTICLES OF INCORPORATION
OF
CASH DEPOT, INC.

Oct 22 3 1997

SEC. 1
DATE
1997

KNOW ALL MEN BY THESE PRESENTS: That we, the Undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be CASH DEPOT, INC.

ARTICLE II.

The name of the initial registered agent of the corporation is Paul R. McLeod and the address of the initial registered office of the corporation is 453 East 1st, Meridian, Idaho, 83642. The address of the initial place of business of the corporation is 453 East 1st, Meridian, Idaho, 83642.

ARTICLE III.

The objects and purposes for which the corporation is formed are as follows:

As principal, agent or otherwise to do, in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

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A. To engage in and to own, operate and run, conduct and manage a business engaged in loaning money to individuals with subsequent payday checks as collateral and loaning money to individuals with titled vehicles as collateral, and to do such other things as are incidental, proper, or necessary to the operation of the business or to the carrying out of any or all of the purposes.

B. To purchase, lease, acquire, construct and operate buildings and other land improvements, whether or not related, together with all fixtures and appurtenances.

C. To engage in every type of lawful business, industry or commercial activity, including, without limitation, the activities set forth in paragraph A above.

D. To purchase, acquire, own, hold, mortgage, pledge, sell, transfer, encumber and in any other manner to dispose of, deal and trade in goods, wares, merchandise and personal property of every class and description, whether at wholesale, retail or otherwise.

E. To loan money upon notes, bonds, stocks or other evidence of indebtedness.

F. To establish, form and subsidize or otherwise assist in the establishment, organization or formation of other companies, firms, or corporations having for their objects, or some of them, any of the objects mentioned in these Articles, or the development and furtherance of any other undertaking or business enterprise of any description whatsoever, and to purchase, own and hold stock in other corporations and interest in other business enterprises, and

to sell the same, and to receive compensation for any services rendered in connection with any of the foregoing matters.

G. To borrow money for the business of the company and to give security therefor and, in pursuance of the business of the company, to issue bonds, debentures, promissory notes or other evidences of indebtedness, and to secure the same by mortgage or pledge of all or any of the property of the company, real or personal.

H. To do generally any and all things which the company may deem necessary, proper and convenient in its said business for the improvement and use of the corporation property and in carrying out and accomplishing the purposes hereinabove specified, and in addition thereto to have all the general powers granted to corporations by virtue of the laws of the State of Idaho and of any other state in which the corporation may do business.

ARTICLE IV.

The total authorized capital stock of the corporation shall be 100 shares of common stock, with each share being entitled to one vote and not subject to assessment.

ARTICLE V.

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation. Any stock or obligations convertible into stock issued by the corporation shall first be offered to the stockholders of the corporation.

ARTICLE VI.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VII.

A voluntary sale, lease, or exchange of all of the property and assets of the corporation, including its goodwill and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation.

ARTICLE VIII.

The term of existence of the corporation shall be in perpetuity.

ARTICLE IX.

The number of the directors of this corporation at the commencement of business shall be two (2), but the Board of Directors may at any time, by amendment of the By-Laws, be increased to any number not exceeding seven (7).

The name and post office address of each of the initial directors named by the corporation to serve until the first election of directors are as follows:

<u>NAME OF INITIAL DIRECTORS</u>	<u>POST OFFICE ADDRESS</u>
Tami Cover	13131 Five Mile Kuna, Idaho 83634
Paul R. McLeod	1715 N. Laurel Boise, Idaho 83706

ARTICLE X.

By-Laws of this corporation may be made, amended or repealed by the Board of Directors or shareholders, provided only that the Directors shall not amend or repeal By-Laws fixing their qualifications, classifications, term of office or compensation.

ARTICLE XI.

The names and addresses of the incorporators of the corporation are as follows:

Tami Cover	13131 Five Mile Kuna, Idaho 83634
Paul R. McLeod	1715 N. Laurel Boise, Idaho 83706

IN WITNESS WHEREOF, Said incorporators, the undersigned, have hereunto set their hands this 20 day of October, 1997.

Tami Cover
TAMI COVER
Paul R. McLeod
PAUL R. MCLEOD