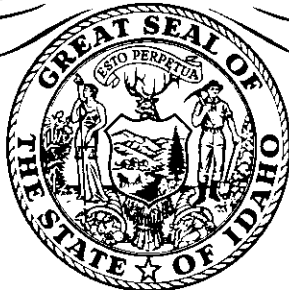


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CITY FINANCE COMPANY OF TWIN FALLS

a corporation duly organized and existing under the laws of **Ohio** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-third** day of **March**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-third** day of **March**, 19 **62** a designation of **William D. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **March**, A.D. 19 **62**.

Secretary of State.

Articles of Incorporation

— OF —

By _____

Date _____

Amount _____

CITY FINANCE COMPANY OF TWIN FALLS

(Name of Corporation)

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be CITY FINANCE COMPANY OF TWIN FALLS

SECOND. The place in Ohio where its principal office is to be located is _____

City of Columbus, Franklin County.
(City, Village or Township)

THIRD. The purposes for which it is formed are: Generally to do all things and to transact all business authorized by the laws of Idaho to be done and transacted by the Idaho Small Loan Act and to do all things necessary and to transact all business related to the small loan business.

To acquire all or any part of the good will, rights, property and business of any corporation, association, partnership, firm, trustee, syndicate, combination, organization, other entity, or individual, domestic or foreign, heretofore or hereafter engaged in any business, similar to the business of the corporation or otherwise, and to pay for the same in cash or in shares or obligations of the corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual or other entity domestic or foreign, and to conduct in the State of Idaho and/or in any other state, territory, locality or country the whole or any part of the business thus acquired, provided such business is not prohibited by law.

Each purpose specified in any clause or paragraph contained in this Article Third shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

The corporation reserves the right, at any time and from time to time, substantially to change its purposes, in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

FOURTH. The number of shares which the corporation is authorized to have outstanding is
Two Hundred Fifty (250).

FIFTH. The amount of stated capital with which the corporation shall begin business is
Twenty-five Thousand - - - - - Dollars (\$25,000.00).

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 12th day
of March, 19 62.

CITY FINANCE COMPANY OF TWIN FALLS

(Name of Corporation)

G. Robert Becker

Benj. F. Miller

E. R. Gall

(INCORPORATORS' NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

N.B. Articles will be returned unless accompanied by form designating statutory agent. See Section 1701.07, Revised Code of Ohio.

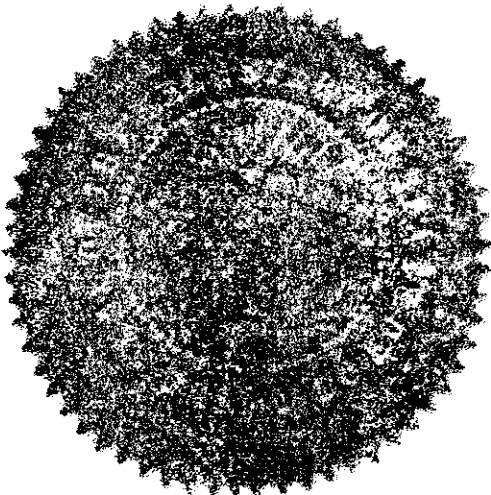
UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my official
custody as Secretary of State, and found to be true and correct, of the

Articles of Incorporation of
the

THE OHIO CEMENT CO.

filed in this office on the 10th day of March A. D. 1960
and recorded on (in) Roll (Volume) 100, Frame (Page) 10 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 10th day
of March A. D. 1960

Ted W. Brown

TED W. BROWN
Secretary of State




CONSENT TO USE OF NAME


Department of State

State of Idaho

City Finance Company (Idaho), a corporation organized under the laws of the State of Ohio and duly admitted to the State of Idaho, by L. J. Ingram, President, and Benj. F. Miller, Secretary, duly authorized, does hereby give its consent to the use of the name of City Finance Company of Twin Falls by said corporation as its corporate name, it being a corporation organized and existing under the laws of the State of Ohio and making application for admittance to the State of Idaho, and hereby consents and agrees that there will be no confusion resulting from the use of said name, and hereby respectfully requests the Department of State of the State of Idaho to approve the use of the name of City Finance Company of Twin Falls.

IN WITNESS WHEREOF, we do make and execute this certificate of consent in triplicate this 21st day of March, A.D., 1962.




President


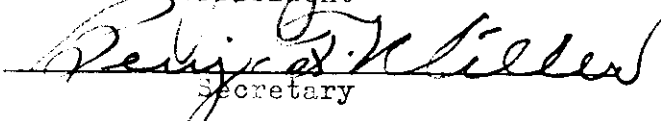
Secretary

STATE OF OHIO

COUNTY OF FRANKLIN, SS:

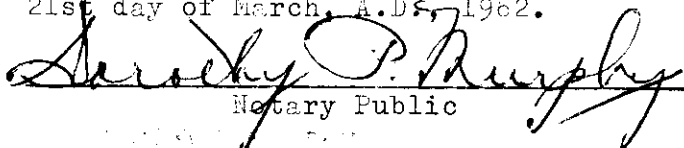
L. J. Ingram and Benj. F. Miller, being severally sworn, each for himself, deposes and says that he, the said L. J. Ingram, is the President and that he, the said Benj. F. Miller is the Secretary of City Finance Company (Idaho), a corporation organized under the laws of the State of Ohio and duly admitted to the State of Idaho, and that they have been authorized to execute and file this consent of City Finance Company (Idaho) to the use of the name of City Finance Company of Twin Falls, an Ohio corporation, for admission to the State of Idaho.



President


Secretary

Subscribed and sworn to before me this
21st day of March, A.D., 1962.



Notary Public