

STATE OF ALABAMA)

MONTGOMERY COUNTY)

**ARTICLES OF INCORPORATION
OF
MODERN FINANCIAL SERVICES ASSOCIATION OF ALABAMA**

I, the undersigned incorporator, do hereby form a corporation under the Alabama Nonprofit Corporation Act, and do declare:

ARTICLE I

Name

The name of the Corporation shall be Modern Financial Services Association of Alabama.

ARTICLE II

Purposes

The purposes for which the Corporation is organized are:

2.1 To assist and promote businesses involved in the consumer financial services industry and specifically the deferred presentment services industry.

2.2 To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof for purposes consistent with an organization qualified as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

2.3 No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2.4 Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

2.5 Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article IV.

ARTICLE III

Powers

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

3.1 To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

3.2 To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3.3 To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

3.4 To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

3.5 The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

3.6 In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV **Duration**

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to organizations which would then qualify under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V
Members

The Corporation shall have such members as are specified in the Bylaws of the Corporation.

ARTICLE VI
Initial Board of Directors

The number of Directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dianne Britt	810 A Bollweevil Circle Enterprise, Alabama 36330
James H. Conaway	P.O. Box 307 Rainsville, Alabama 35986
Bruce H. Taylor	P.O. Box 310535 Enterprise, Alabama 36331

ARTICLE VII
Directors

7.1 The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the members, if any, or by the affirmative vote of a majority of the remaining Directors, as provided in the Bylaws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

7.2 In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.

7.3 Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such a Committee.

7.4 The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE VIII**Incorporator**

The name and address of the Incorporator is Maurice L. Shevin, 2311 Highland Avenue S, Birmingham, Alabama 35205.

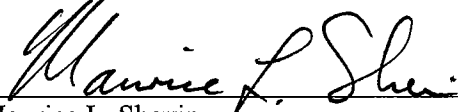
ARTICLE IX**Registered Office and Agent**

The address of the initial registered office of the Corporation, which shall also constitute its principal office, is 2257 Taylor Road, Suite 300, Montgomery, Alabama 36117. The initial registered agent of the Corporation at such address shall be Frank Evans.

ARTICLE X**Right to Amend Provisions in Articles**

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Act; provided, however, that the sole power to amend these Articles of Incorporation shall rest in the Board of Directors.

I, THE UNDERSIGNED, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Act, have executed the foregoing Articles of Incorporation on this 20th day of January, 2004.



 Maurice L. Shevin

(INCORPORATOR)

This Instrument Prepared By:
 Maurice L. Shevin
 2311 Highland Avenue South
 Birmingham, Alabama 35205

State of Alabama Montgomery Co
 I Certify This Document
 was filed on
 1/22/04 1:40:34 PM Abstract# 31660
 Reese McKinney, Jr.
 Judge of Probate

Non Profit Corporation	\$ 30.00
1 Index Fee	\$5.00
4 @0.00per page fee	\$0.00
1 Recording Fee	\$25.00