

A-171860
C-171861

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

CREDITRIFT OF AMERICA, INC. NO. 10

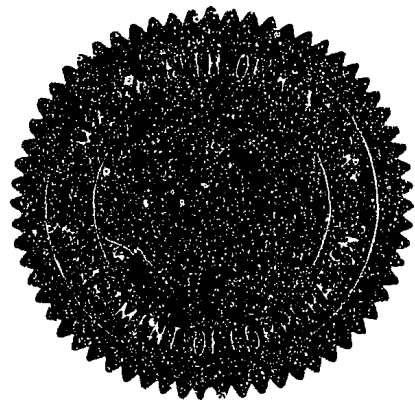
I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

CREDITRIFT OF AMERICA, INC. NO. 10 CINCINNATI, OHIO 45202

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

CREDITRIFT OF AMERICA, INC. NO. 10 (OHIO)



SECRETARY OF STATE

Witness my official signature and seal of office this 9TH
day of NOVEMBER, 19 82 at Frankfort, Kentucky.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

HELMIA L. STOVALL
Secretary



SECRETARY OF STATE
RECEIVED
FRANKFORT
KENTUCKY

NOV 9 1982

NOV 8 1982

Carroll Hill #35
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

Commonwealth of Kentucky

274487

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation CREDITHRIFT of America, Inc. No. 10
- Second: The name to be used in the state of Kentucky CREDITHRIFT of America, Inc. No. 10 (Ohio)
- Third: State or country of incorporation Ohio
- Fourth: Date of incorporation September 13, 1968
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation Carew Tower,
c/o C T Corporation System, Cincinnati, OH 45202
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
To make loans to Kentucky residents secured by personal
and real property located in Kentucky and to purchase
from time to time retail installment sales contracts
from Kentucky retailers.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
Please see attached Exhibit A.		

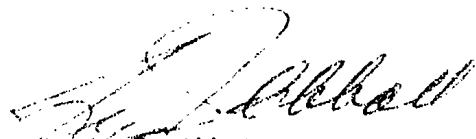
Officers and Directors

<u>Name</u>	<u>Title</u>	<u>Address</u>
Wendell L. Dixon	President & Director	601 N.W. Second Street, Evansville, IN
Louis Durfee	Vice Pres. & Director	" "
Eldo Taylor	Vice Pres. & Director	" "
Webster R. Vause	Vice Pres. & Director	" "
George R. Woodruff	Vice President	" "
Rosalter A. Armstrong	Vice President	" "
John J. Bolger	Vice President	" "
Troy Goodwin	Vice President	" "
David C. Seeley	Vice President	" "
Joseph P. Timpone	Vice President	" "
James A. Richards	Vice President	3131 Harvard Avenue, Metairie, LA
Fred S. Kohlruus	Vice President	425 University Avenue, Palo Alto, CA
R. Bruce Dunlap	Vice President	844 N. Euclid, P. O. Box 4345, Anaheim, CA
Gay E. Francis	Vice President	9730 S.W. Cascade Blvd., Portland, OR
R. Larry Drake	Secretary & Director	601 N.W. Second Street, Evansville, IN
Lysle I. Abbott	Assistant Secretary	" "
James E. Robinson	Treasurer	" "

CONSENT

I, Lysle I. Abbott, Assistant Secretary of CREDITHRIFT Financial Corporation, as such officer have custody of the records of CREDITHRIFT Financial Corporation, an Indiana corporation, and I hereby state that said corporation owns all of the issued and outstanding capital stock of the Kentucky corporations shown on "Exhibit A" attached hereto and made a part hereof. I state further that CREDITHRIFT Financial Corporation, as such sole shareholder, hereby consents in the name of each of the corporations shown on "Exhibit A" to the use of the name of CREDITHRIFT of America, Inc. No. 10 by CREDITHRIFT of America, Inc. No. 10, an Ohio corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Assistant Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 26th day of August, 1982.


Lysle I. Abbott
Assistant Secretary

(SEAL)

"Exhibit A"

CREDITRIFT of America, Inc.
CREDITRIFT of America, Inc. No. 2
CREDITRIFT of America, Inc. No. 3
CREDITRIFT of America, Inc. No. 4
CREDITRIFT of America, Inc. No. 5
CREDITRIFT of America, Inc. No. 6
CREDITRIFT of America, Inc. No. 7
CREDITRIFT of America, Inc. No. 8
CREDITRIFT of America, Inc. No. 9
CREDITRIFT of America, Inc. No. 10
CREDITRIFT of America, Inc. No. 11
CREDITRIFT of America, Inc. No. 12
CREDITRIFT of America, Inc. No. 14
CREDITRIFT of America, Inc. No. 15
CREDITRIFT of America, Inc. No. 16
CREDITRIFT of America, Inc. No. 17
CREDITRIFT of America, Inc. No. 18
CREDITRIFT of America, Inc. No. 19
CREDITRIFT of America, Inc. No. 20
CREDITRIFT of America, Inc. No. 21
CREDITRIFT of America, Inc. No. 22
CREDITRIFT of America, Inc. No. 23
CREDITRIFT of America, Inc. No. 24
CREDITRIFT of America, Inc. No. 25
CREDITRIFT of America, Inc. No. 26
CREDITRIFT of America, Inc. No. 27
CREDITRIFT of America, Inc. No. 28
CREDITRIFT of America, Inc. No. 29
CREDITRIFT of America, Inc. No. 30
CREDITRIFT of America, Inc. No. 31
CREDITRIFT of America, Inc. No. 32
CREDITRIFT of America, Inc. No. 33
CREDITRIFT of America, Inc. No. 34
CREDITRIFT of America Corporation
CREDITRIFT of America Corporation, No. 40
CREDITRIFT of America Corporation, No. 41
CREDITRIFT of America Corp. No. 42

Articles of Incorporation

- OF -

APPROVED
BY HWA
DATE 3/1/24
AMOUNT 100.00

PARK LOAN, INC. NO. 2
(Name of Corporation)

112 78

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

Park Loan, Inc. No. 2

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

8 E. Long Street, Columbus Franklin County.
(City, Village or Township)

THIRD The purposes for which it is formed are:

- (a) To lend money and to act as agent or broker for others in the procuring of loans or money for loans or in the payment of bills or accounts. To loan its funds and make advances to any person, firm, corporation or association upon security of the undertakings, property, estate, assets and effects, or any part thereof, of such person, firm, corporation or association, secured by mortgage on real or personal property, assignment of salary or wages, earned or to be earned, or upon other security, or without security, and to hold, realize upon or dispose of any security for loans.
- (b) To purchase or in any manner acquire, invest in, finance, own, hold, make loans or borrow money upon, realize upon, sell, pledge, mortgage, exchange and generally trade in and deal in and with acceptances, notes, drafts, warehouse receipts, mechanic's liens, open accounts, claims, book debts, bills of lading, installment contracts of all kinds, leases, real estate mortgages, chattel mortgages, conditional sales agreements, security agreements, lien notes, commercial accounts, accounts receivable, trust receipts, commercial paper and evidences of indebtedness, contracts, agreements and negotiable or non-negotiable paper or instruments of every kind and character evidencing or connected with the purchase, sale, exchange or otherwise dealing with choses in action, chattels, and property of all kinds, real, personal and mixed, which may be pledged, mortgaged or otherwise placed as security for the payment thereof, and to realize upon any of the foregoing or upon the property which constitutes the security therefor.
- (c) To act as agents, brokers, representatives, attorneys-in-fact, and agency managers for any corporation or association engaged in the business of credit, life, aeronautical, marine, fire, accident and health, motor vehicle insurance of all kinds, casualty and fidelity insurance or re-insurance or any other kind of insurance or re-insurance; to obtain insurance protection of any kind for principals, employers and creditors; to act as agents or representatives of owners, lessees, charterers or other persons, firms or corporations having any insurable interest in merchandise, motor vehicles, aeroplanes, vessels, cargoes, freight, chattels or other subjects of insurance, and to make, purchase or otherwise acquire, deal in and to carry out any contracts for or in relation to any of the foregoing.

(f) To carry on a general utility loan business in accordance with Section 1721.01 et seq. Ohio Revised Code, as amended, and to do all acts and engage in all activities necessary or incident thereto.

(e) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, notes and other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, either real or personal, or to issue bonds, debentures, debenture stocks, notes or other obligations without any such security.

(d) To purchase, acquire by sale, transfer or otherwise, the whole or any part of the business, property, assets, rights and liabilities of any person, firm or corporation carrying on any business which this company is authorized to carry on or which is possessed of any property suitable for the purposes of this company, and to assume and agree to pay all obligations, liabilities and indebtedness of such person, firm or corporation from whom any such business, property or assets is acquired, and to deliver any undertaking or undertakings and to enter into any agreements requisite or necessary to carry out such purposes.

(g) To purchase, hold, sell and transfer shares of its own capital stock, bonds and other obligations of this Corporation from time to time, to such extent and in such manner and upon such terms as its Board of Directors shall determine, provided that this Corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this Corporation; and provided further that shares of its own capital stock belonging to this Corporation shall not be voted upon directly or indirectly.

(h) To carry on any other lawful business and to do any and everything necessary and suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or all of the objects hereinbefore enumerated or incidental to the powers herein named or for the enhancement of the value of the properties of the corporation or which shall at any time appear conducive thereto or expedient, either as holder of, or as interested in, any property or otherwise; to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Ohio upon corporations organized under Sections 1701.01 et seq., of the Revised Code or under any act amendatory thereof, supplemental thereto, or substituted therefor.

FOURTH The number of shares which the corporation is authorized to have outstanding is one thousand (1000) shares of Common Stock, each share having a par value of one hundred (\$100.00) Dollars per share, and each share of such stock owned and outstanding shall be entitled to one (1) vote.

FIFTH The amount of stated capital with which the corporation shall begin business is

One Hundred Thousand ----- Dollars (\$ 100,000.00)

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 11th day

of September, 1968.

PARI LUAN, INC. No. 2

(Mass of Corporations)

Eldo Taylor

Eldo Taylor

Joseph C. Nelson

Joseph C. Nelson

Carl E. Bonnick

Carl E. Bonnick

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BEWETH SIGNATURES)

CERTIFICATE

To the Secretary of State of Ohio
Columbus, Ohio

The undersigned, the duly elected, qualified and acting Secretary of Park Loan, Inc., an Ohio corporation, hereby certifies that the following is a true and correct copy of a resolution duly adopted by the Board of Directors of said corporation by written consent and authorization dated as of September 1, 1930, signed by all of the directors, and that said resolution has not been amended or revoked:

RESOLVED, That Park Loan, Inc. shall and does hereby consent to the use of the name "Park Loan, Inc. No. 1" as the name of a corporation proposed to be formed under the laws of Ohio by Carl E. Rosacker and others as incorporators; and that for the purpose of evidencing said consent the Secretary or Treasurer of Park Loan be and he hereby is authorized and directed to certify a copy of this resolution for filing with the Secretary of State of the State of Ohio.

IN WITNESS WHEREOF, the undersigned hereunto sets his

Hand and Seal this 1st day of September, 1930.

N. J. Allyn

Secretary
PARK LOAN, INC.

Number 321373
Approved By *[Signature]*
Date 7/26/29
Fee 2.00
109-98

Certificate of Amendment TO ARTICLES OF

PARK LOAN, INC. NO. 2

Wendell L. Dixon, President (and ~~Secretary~~) and Carl E. Becker, Secretary (and ~~Assistant Secretary~~) of Park Loan, Inc. No. 2, an Ohio corporation, with its principal office located at 8 E. Long Street, Columbus (Franklin) Ohio, do hereby certify that a meeting of the holders of the shares of said corporation entitling them to vote on the proposal to amend the articles of incorporation thereof, as contained in the following resolution, was duly called and held on the 23rd day of June, 1929, at which meeting a quorum of such shareholders ~~was present in person or by proxy,~~ and that by the affirmative vote of the holders of shares entitling them to exercise all of the voting power of the corporation on such proposal ~~as contained in the following resolution, was adopted to amend the articles:~~

~~of the resolution of the Board of Directors of the corporation to amend the articles of incorporation of the corporation as set forth in the following resolution, was adopted to amend the articles:~~

"RESOLVED, that the First Article of the Articles of Incorporation of Park Loan, Inc. No. 2 be and the same is hereby amended to read as follows:

'FIRST. The name of said corporation shall be CREDITMART of America, Inc. No. 10'."

WITNESS WHEREOF, said Wendell L. Dixon, President (and ~~Secretary~~) and Carl E. Becker, Secretary (and ~~Assistant Secretary~~) of

Park Loan, Inc. No. 2, acting for and on behalf of said corporation, have subscribed their names and caused the seal of said corporation to be hereunto affixed this 23rd

day of June, 1929.

By *[Signature]*
WENDELL L. DIXON, President (and ~~Secretary~~)

By *[Signature]*
Carl E. Becker, Secretary (and ~~Assistant Secretary~~)

RESOLUTION OF BOARD OF DIRECTORS

I, Carl E. Bosecker, Secretary of CREDITTRIFT of America, Inc., an Ohio corporation, certify that at a special meeting of the Board of Directors of said corporation, held in accordance with the By-laws of said corporation, at Evansville, Indiana, on the 23rd day of June, 1969, the following resolution was unanimously adopted by the corporation:

"RESOLVED, that the Board of Directors hereby authorizes Park Financial Corporation to use the name CREDITTRIFT of America, Inc. No. 9 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Financial Corporation; and

"RESOLVED FURTHER, that the Board of Directors also authorizes Park Loan, Inc. No. 2 to use the name CREDITTRIFT of America, Inc. No. 10 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Loan, Inc. No. 2."

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 23rd day of June, 1969.



Carl E. Bosecker
Secretary

RESOLUTION OF BOARD OF DIRECTORS

I, Carl E. Bosecker, Secretary of CREDITRIFT of America, Inc. No. 2, an Ohio corporation, certify that at a special meeting of the Board of Directors of said corporation, held in accordance with the By-laws of said corporation, at Evansville, Indiana, on the 23rd day of June, 1969, the following resolution was unanimously adopted by the corporation:

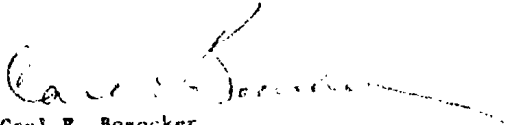
"RESOLVED, that the Board of Directors hereby authorizes Park Financial Corporation to use the name CREDITRIFT of America, Inc. No. 9 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Financial Corporation; and

"RESOLVED FURTHER, that the Board of Directors also authorizes Park Loan, Inc. No. 2 to use the name CREDITRIFT of America, Inc. No. 10 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Loan, Inc. No. 2.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 23rd day of June, 1969.


Carl E. Bosecker
Secretary

(SEAL)

RESOLUTION OF BOARD OF DIRECTORS

I, Carl E. Borecker, Secretary of CREDITTHRIFT of America, Inc. No. 3, an Ohio corporation, certify that at a special meeting of the Board of Directors of said corporation, held in accordance with the By-laws of said corporation, at Ecanaville, Indiana, on the 27th day of June, 1969, the following resolution was unanimously adopted by the corporation:

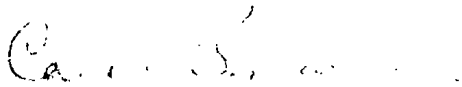
"RESOLVED, that the Board of Directors hereby authorizes Park Financial Corporation to use the name CREDITTHRIFT of America, Inc. No. 9 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Financial Corporation; and

"RESOLVED FURTHER, that the Board of Directors also authorizes Park Loan, Inc. No. 2 to use the name CREDITTHRIFT of America, Inc. No. 10 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Loan, Inc. No. 2."

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 27th day of June, 1969


Carl E. Borecker
Secretary

RESOLUTION OF BOARD OF DIRECTORS

I, Carl E. Boecker, Secretary of CREDITRIFT of America, Inc. No. 4, an Ohio corporation, certify that at a special meeting of the Board of Directors of said corporation, held in accordance with the By-laws of said corporation, at Evansville, Indiana, on the 23rd day of June, 1969, the following resolution was unanimously adopted by the corporation:

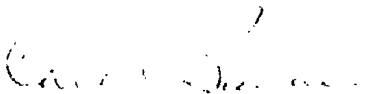
"RESOLVED, that the Board of Directors hereby authorizes Park Financial Corporation to use the name CREDITRIFT of America, Inc. No. 9 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Financial Corporation; and

"RESOLVED FURTHER, that the Board of Directors also authorizes Park Loan, Inc. No. 2 to use the name CREDITRIFT of America, Inc. No. 10 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Loan, Inc. No. 2."

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 23rd day of June, 1969.


Carl E. Boecker
Secretary.

RESOLUTION OF BOARD OF DIRECTORS

I, Carl E. Bosecker, Secretary of CREDITRIFT of America, Inc. No. 5, an Ohio corporation, certify that at a special meeting of the Board of Directors of said corporation, held in accordance with the By-laws of said corporation, at Evansville, Indiana, on the 23rd day of June, 1969, the following resolution was unanimously adopted by the corporation:


"RESOLVED, that the Board of Directors hereby authorizes Park Financial Corporation to use the name CREDITRIFT of America, Inc. No. 9 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Financial Corporation; and

"RESOLVED FURTHER, that the Board of Directors also authorizes Park Loan, Inc. No. 2 to use the name CREDITRIFT of America, Inc. No. 10 in amending its Articles of Incorporation, and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Loan, Inc. No. 2."

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 23rd day of June, 1969.


Carl E. Bosecker
Secretary

RESOLUTION OF BOARD OF DIRECTORS

I, Carl E. Bowdler, Secretary of CREDITTRIFT of America, Inc. No. 6, an (S) corporation, certify that at a special meeting of the Board of Directors of said corporation held in accordance with the By-laws of said corporation, at Evansville, Indiana, on the 23rd day of June, 1929, the following resolution was unanimously adopted by the corporation:

"RESOLVED, that the Board of Directors hereby authorizes Park Financial Corporation to use the name CREDITTRIFT of America, Inc. No. 6 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Financial Corporation; and

"RESOLVED FURTHER, that the Board of Directors hereby authorizes Park Loan, Inc. No. 2 to use the name CREDITTRIFT of America, Inc. No. 10 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Loan, Inc. No. 2."

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 23rd day of June, 1929.

(C)
 Carl E. Bowdler
 Secretary

MINUTE BOOK OF BOARD OF DIRECTORS

I, Carl E. Boscher, Secretary of CREDITRIFF of America, Inc. No. 1, an Ohio corporation, certify that at a special meeting of the Board of Directors of said corporation, held in accordance with the By-laws of said corporation, at Columbus, Indiana, on the 23rd day of June, 1929, the following resolution was unanimously adopted by the corporation:

"RESOLVED, that the Board of Directors hereby authorizes Park Financial Corporation to use the name CREDITRIFF of America, Inc. No. 1 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Financial Corporation; and

"RESOLVED FURTHER, that the Board of Directors hereby authorizes Park Loan, Inc. No. 2 to use the name CREDITRIFF of America, Inc. No. 1 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Loan, Inc. No. 2."

IN WITNESS WHEREOF, I, Carl E. Boscher, Secretary of said corporation, have caused the corporate seal of said corporation to be hereunto affixed this 23rd day of June, 1929.


Carl E. Boscher
Secretary

RESOLUTION OF BOARD OF DIRECTORS

I, Carl E. Boxecker, Secretary of CREDITTHRIFT of America, Inc. No. 8, an Ohio corporation, certify that at a special meeting of the Board of Directors of said corporation, held in accordance with the By-laws of said corporation, at Evansville, Indiana, on the 23rd day of June, 1969, the following resolution was unanimously adopted by the corporation.

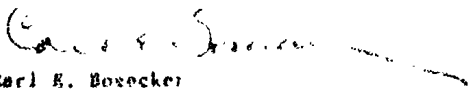
"RESOLVED, that the Board of Directors hereby authorizes Park Financial Corporation to use the name CREDITTHRIFT of America, Inc. No. 9 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Financial Corporation; and

RESOLVED FURTHER, that the Board of Directors hereby authorizes Park Loan, Inc. No. 2 to use the name CREDITTHRIFT of America, Inc. No. 10 in amending its Articles of Incorporation; and

"RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized to furnish a certified copy of this resolution to Park Loan, Inc. No. 2."

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 23rd day of June, 1969.


 Carl E. Boxecker
 Secretary

14135-0786
Certificate of Amendment
TO ARTICLES OF

Number 375723
Approved By [Signature]
Date 3/31/36
Folio 25, 00
92.80

CREDITRIPT of America, Inc. No. 10

Wendell L. Dixon, President and Carl E. Besecker, Secretary

Secretary of CREDITRIPT of America, Inc. No. 10, an Ohio

corporation, with its principal office located at U. S. Long Bldg., Columbus, Hamilton Co., Ohio, do hereby certify that the undersigned, being duly qualified thereunto by law, have adopted the following amendments to the articles of incorporation of said corporation:

ARTICLE SECOND, which reads as follows: "SECOND: The place in the State of Ohio where its principal office is to be located is Cincinnati, in Hamilton County."

and that the undersigned, being duly qualified thereunto by law, have adopted the following amendments to the articles of incorporation of said corporation:

[In a writing signed under the provisions of Section 1261.24 of the Revised Code by all of the shareholders who would be entitled to a notice of a meeting held for such purpose] the following resolution was adopted to amend the articles:

RESOLVED, ARTICLE SECOND is hereby amended to read as follows:

"SECOND: The place in the State of Ohio where its principal office is to be located is Cincinnati, in Hamilton County."

IN WITNESS WHEREOF, said Wendell L. Dixon, President and Carl E. Besecker, Secretary, of

CREDITRIPT of America, Inc. No. 10, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this

day of MARCH, 1936.

By [Signature]
Wendell L. Dixon

By [Signature]

32557-3
APPROVED
Date 3/23/76
Amount 1000
92160

Subsequent Appointment of Agent

Sections 1701.07 (D), 1702.06 (D), Revised Code

KNOW ALL MEN BY THESE PRESENTS, That C T CORPORATION SYSTEM of

Carol Joyce

(Name of Agent)

in (City or Village)
(City or Village)

County, Ohio

a corporation having a business

address in said county, being the county in which the principal office of

CREDITRIPT of America, Inc. No. 10

(Name of Corporation)

is located, is hereby appointed as the agent on which process, tax notices and demands against said

CREDITRIPT of America, Inc. No. 10

(Name of Corporation)

may be served, to succeed

George D. Masser

(Name of Former Agent)

heretofore appointed as agent, which appointment is hereby made pursuant to a resolution of the

board of directors (trustees) passed on the 18th day of March, 1976.

All previous appointments are hereby revoked.

CREDITRIPT of America, Inc. No. 10

(Name of Corporation)

By Carl E. Boserker
Secretary

Ohio

March 22

1976

CREDITRIPT of America, Inc. No. 10

(Name of Corporation)

Consent: C T CORPORATION SYSTEM hereby accepts appointment as the agent of your corporation upon which process, tax notices or demands may be served.

C T CORPORATION SYSTEM

By Robert H. Gritsum
Secretary

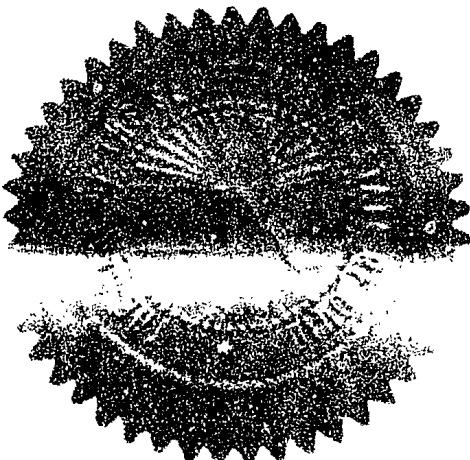
Robert H. Gritsum, Asst. Vice-President

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

I, ANTHONY J. CELEBREZZE, JR.,

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 PARK LOAN, INC. NO. 2, an Ohio corporation, Charter No. 375513, was incorporated on September 13th, 1968 and recorded on Roll B575, Frame 843; AMENDMENT changing its corporate title to: CREDIT THRIFT OF AMERICA, INC. NO. 10, was filed in this office on July 3rd, 1969 and recorded on Roll B625, Frame 1211; AMENDMENT changing its principal location from Columbus, County of Franklin to Cincinnati, County of Hamilton and SUBSEQUENT APPOINTMENT OF AGENT

filed in this office on the 23rd day of March A.D. 1976
and recorded on ~~(XX)~~ Roll ~~(Volume)~~ 1138, Frame ~~(Page)~~ 786 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 14th day
of September, A.D. 19 82

Anthony J. Celebrezze, Jr.

ANTHONY J. CELEBREZZE, JR.

Secretary of State

SECRETARY OF STATE
RECEIVED

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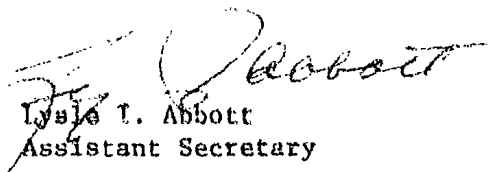
RESOLUTION

COMMONWEALTH OF KENTUCKY

I, the undersigned Lysle I. Abbott, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of CREDITTHRIFT of America, Inc. No. 10, a corporation duly organized and existing under the laws of the State of Ohio, which resolution was duly adopted at a duly called meeting of the said Board, held on November 3, 1982, a quorum being present, and is set forth in the minutes of the said meeting; that I am the keeper of the corporate seal and of the minutes and records of this corporation; and that the said resolution has not been rescinded or modified:

"RESOLVED, that CREDITTHRIFT of America, Inc. No. 10, organized and existing in the State of Ohio, hereby adopts the name CREDITTHRIFT of America, Inc. No. 10 (Ohio) for use in the State of Kentucky for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Kentucky under the name of CREDITTHRIFT of America, Inc. No. 10 (Ohio); and resolved further that all activities and business of the corporation within the State of Kentucky shall be carried out under the name CREDITTHRIFT of America, Inc. No. 10 (Ohio)."

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation on this the 3rd day of November, 1982.


Lysle I. Abbott
Assistant Secretary