

Company ID: 00128562
Appliance & TV Rentals, Inc.
d/b/a Fones-4-U
961 S. Ferdon Boulevard, P. O. Box 535
Crestview, FL 32536

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN May 23, 2000

IN RE: CASE NUMBER: 00-00326

Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on May 23, 2000 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

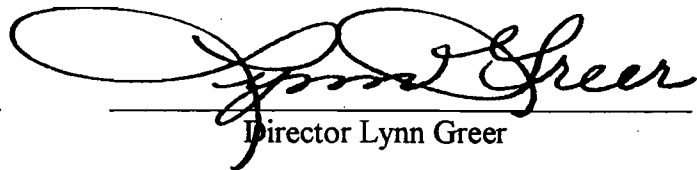
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.


Chairman Melvin Malone


Director Sara Kyle

ATTEST:

Executive Secretary


Director Lynn Greer

GERRY, FRIEND & SAPRONOV, LLP

ATTORNEYS AT LAW

SUITE 1450

THREE RAVINIA DRIVE

ATLANTA, GEORGIA 30346-2117

(770) 399-9500

FACSIMILE (770) 395-0000

EMAIL: gfslaw@gfslaw.com

April 20, 2000

PAID T.R.A. APR 24 PM
Chk # 8414
Amount 50.00
Rcvd By JR
Date 4-24-00

VIA OVERNIGHT DELIVERY

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-05

00-00326

Re: Application of Appliance & TV Rentals, Inc. d/b/a Fones-4-U for a Certificate to Provide Operator Services and/or Resell Telecommunications Services in Tennessee (the "Application")

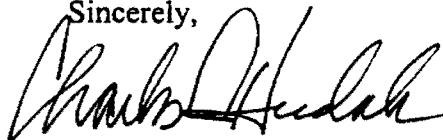
Dear Sir or Madam:

Enclosed are the original and fourteen (14) copies of the Application. Please file the Application in your usual fashion and return one (1) file-stamped copy to us in the enclosed envelope.

Also enclosed is a check in the amount of \$50.00 to cover the cost of filing the Application.

If you have any questions or comments, please call the undersigned.

Sincerely,



Charles A. Hudak

CAH/jh

Enc.

cc: Appliance & TV Rentals, Inc.
d/b/a Fones-4-U
(with enclosure)

VOUCHER NO. 777161816
Chk 8414 SRC. 28103
AMT. REC. 50.00
DEPOSIT DATE 4/25/00

POSTED
4-25-00

GERRY, FRIEND & SAPRONOV, LLP

ATTORNEYS AT LAW

SUITE 1450

THREE RAVINIA DRIVE

ATLANTA, GEORGIA 30346-2117

(770) 399-9500

FACSIMILE (770) 395-0000

EMAIL: gfslaw@gfslaw.com

RECEIVED
TELECOMMUNICATIONS DIVISION
TENNESSEE REGULATORY AUTHORITY

APR 25 2000

April 20, 2000

VIA OVERNIGHT DELIVERY

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-05

128562

00-00326

Re: Application of Appliance & TV Rentals, Inc. d/b/a Fones-4-U for a Certificate to Provide Operator Services and/or Resell Telecommunications Services in Tennessee (the "Application")

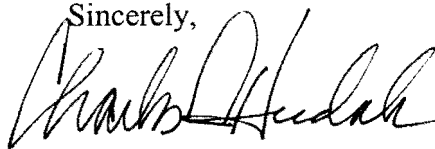
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Sincerely,



Charles A. Hudak

CAH/jh

Enc.

cc: Appliance & TV Rentals, Inc.
d/b/a Fones-4-U
(with enclosure)

PAID
\$50.00

POSTED
4-24-00

TENNESSEE REGULATORY AUTHORITY

Melvin Malone, Chairman
Sara Kyle, Director
Lynn Greer, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-05

APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
[RULE 1220-4-2-.57]

SECTION A

00-00326

PART I: GENERAL INFORMATION

A. Name of Applicant: Appliance & TV Rentals, Inc. d/b/a Fones-4-U

Address: 961 S. Ferdon Boulevard, P.O. Box 535

City: Crestview

State: Florida Zip Code 32536 Phone No. (850) 682-0475

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
David N. Ring President	961 S. Ferdon Boulevard P.O. Box 535	Crestview	Florida	32536
David N. Ring Vice President	961 S. Ferdon Boulevard P.O. Box 535	Crestview	Florida	32536
David N. Ring Treasurer	961 S. Ferdon Boulevard P.O. Box 535	Crestview	Florida	32536
David N. Ring Secretary	961 S. Ferdon Boulevard P.O. Box 535	Crestview	Florida	32536

Company ID Number _____

Date Approved _____

Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615)741-7489, ext 163.

PA 7-24-00

POSTED

- C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding Company operations Monday through Friday.

Melanie Hamilton (888) 990-9902 (888) 233-5133
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Charles A. Hudak, Esq. (770) 399-9500 (770) 395-0000
Name Phone No. Fax No.

- D. List a toll-free telephone number that consumers can call to report Service problems and/or request refunds or adjustments.

Applicant's toll-free telephone number for customer service is: (888) 990-9902

- E. Check the type of telecommunication services you plan to provide in Tennessee.

() Resell Interexchange long distance services

() Operator Services

(X) Resell local services

() Other (describe) _____

- F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.

Applicant does not intend to provide operator services to resale carriers in the State of Tennessee.

- G. List the state(s) that the applicant is authorized to operate in at this time.

Currently, Applicant is authorized to provide local exchange telecommunications services in the States of Mississippi and Florida. Additionally, Applicant is in the process of filing applications to provide the services described herein in the States of Georgia and Alabama.

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

There have been no formal complaints filed against Applicant regarding its provision of resold intrastate telecommunications services.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

Applicant does not have any affiliates who are engaged in the provision of telecommunications services.

- H. List any states that the applicant has been denied authority to provide service.

Applicant has not been denied authority to provide resold intrastate telecommunications services by any state regulatory authority.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

Applicant does not have any affiliates who are engaged in the provision of telecommunications services.

- I. Areas in Tennessee to be served.

Applicant intends to provide its services throughout the entire State of Tennessee as authorized by the Tennessee Regulatory Authority.

- J. What type of customers will the applicant serve?

a. Business: ____

b. Residential: X

c. Aggregator: ____
(e.g. hotels, payphones)

d. Other (specify) _____

- K. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount,

Applicant does not permit a property imposed fee (PIF) to be added to the price of intrastate telecommunications services at this time.

- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes X No ____

- M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

Applicant requests authority to provide prepaid local exchange telecommunications resale services to consumers who have been disconnected by the incumbent local exchange carrier, or by competitive local exchange carriers, for non-payment or who have failed to satisfy such carriers' applicable credit standards. Applicant's prepaid local exchange service will provide a consumer with a single, voice-grade communications channel, including a telephone number and a directory listing, and will permit the consumer: (i) to place an unlimited number of telephone calls per month within the consumer's local calling area; (ii) to place toll-free (e.g., "800" or "888")

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant request to be rejected.

prepaid information service calls; (iii) to obtain access to "11" emergency service; and (iv) to obtain access to optional service features. Applicant's prepaid local exchange service, however, will not permit a consumer to originate direct dial ("1+") or ("0+") toll services or caller-paid information services (e.g., "1-900", "N11"). Applicant intends to charge consumers on a monthly basis, in advance, for its prepaid local exchange service.

An informational tariff describing Applicant's rates, terms and conditions for its services in Tennessee is attached hereto at Exhibit "A".

N. What is the applicant's 10XXX or 800 access code, if applicable?

Not applicable.

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?

Applicant does not currently operate, nor intend to operate, any facilities within the State of Tennessee.

P. What facility-based network(s) will the applicant be reselling?

Applicant entered into an agreement to resell the local exchange services of BellSouth Telecommunications, Inc.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²?

Applicant intends to bill its customers directly for its services. As Applicant intends to provide local exchange telecommunications resale services on a prepaid basis, consumers will prepay Applicant for service. A copy of Applicant's proposed form of invoice is attached hereto at Exhibit "B".

R. Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address.

Applicant intends to market its services in the State of Tennessee by utilizing its own sales and marketing personnel.

S. Describe the procedures the applicant will use to switch a consumers preferred interexchange service, if applicable.

Not Applicable.

T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No _____

² A copy of a bill is required if the applicant is going to bill the customer directly.

- U. Applicant gives ☐ mission to the local telephone comp~~ny~~ to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.
Yes X No

PART II: ORGANIZATION STRUCTURE

A. Type of Organization

 Individual X Corporation
 Partnership Other (Explain on separate sheet)

B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of Incorporation and current by-laws.

See Exhibit "C"

- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

See Exhibit "D"

PART III: FINANCIAL INFORMATION

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a Copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

Applicant's financial statements, dated as of August 31, 1999, are attached hereto at Exhibit "E".

PART IV: DISPLAY CARD

If applicable, attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57, B)³, which includes a toll-free number consumers can call for service problems and refunds.

Not Applicable.

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

PART V: RULE COMPLIANCE AGREEMENT

A. The Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and understands the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations (Appendix III).
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV).
- That all information provided in the attached registration document is true to the best of my knowledge.

Appliance & TV Rentals, Inc. d/b/a Fones-4-U
Company Name

4-5-2000
Date

Subscribed and sworn
before me this 5 day
of April, 2000.

David N. Ring
David N. Ring
President

President
Title

Michelle Leavins
Notary Public





Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of APPLIANCE & T V RENTALS, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is G78340.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Ninth day of August, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

678340

ARTICLES OF INCORPORATION
OF

Appliance & T V Rentals, Inc.

FILED
JAN 29 1960
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be APPLIANCE & T V RENTALS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

To acquire appliances, tv's, furniture and any other items for the purpose of renting said items to consumers and to do all and any things which are legal and proper.

To buy, sell, build, contract, equip, repair, maintain, improve, lease and let lands, dwellings, buildings, stores, warehouses, and other lands or buildings necessary, proper or convenient for corporate purposes and for general sale.

To make, buy, sell purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock, bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

3
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8

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or government, and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own capital stock except surplus of its assets over its liabilities including capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation or the nature of business or businesses to be transacted or engaged in by said corporation, but shall be in addition to the business or businesses authorized to be conducted by corporations under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be 200 shares of the par value of \$2.50 per share.

ARTICLE IV

The amount of capital stock with which this Corporation will begin business is not less than Five Hundred Dollars.

ARTICLE V

This Corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution.

ARTICLE VI

The initial address of the principal office of this Corporation in the State of Florida is 122 Willing Street, Milton, Florida 32570

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This Corporation shall have -3- directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be fewer than 3.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors are elected and have qualified, are as follows:

David N. Ring	8453 Alta Vista, Pensacola FL	32506
Judy W. Ring	8453 Alta Vista, Pensacola FL	32506
R. Kenne Gatlin	122 Willing St. Milton, FL	32570

ARTICLE IX

The names and street addresses of the subscribers to these Articles of Incorporation, and the number of shares of stock which they respectively agree to take and pay for are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. of Shares</u>
R. Kenne Gatlin	122 Willing St. Milton, FL.	100
David N. Ring	8453 Alta Vista, Pensacola, FL	100

The whole or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, note, or in property, labor, services, or real estate, having a value, in the judgment of the Board of Directors, equivalent to the full par value of the shares of stock to be issued therefor.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the Corporation (including that herein subscribed) as partly paid.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Corporate existence shall begin on the date that this subscription is executed.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals to these Articles of Incorporation, as subscribers aforesaid, on the 3rd day of January, 1984 and made and executed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid.

Signed and sealed in the presence of:

Norman S. Pruitt

Minnie Smith

Norman S. Pruitt

Minnie Smith

Norman S. Pruitt

Minnie Smith

David N. Ring (Seal)
David N. Ring

Judy W. Ring (Seal)
Judy W. Ring

R. Kenne Gatlin (Seal)
R. Kenne Gatlin

(Seal)

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, the undersigned, Notary Public in and for
said State and County, personally appeared David N. Ring, Judy W. Ring
and R. Kenne Gatlin

parties to the foregoing Articles of Incorporation, each to me
well known, and known to me to be the individuals described in
and who executed the foregoing Articles of Incorporation of _____
APPLIANCE & T V RENTALS, INC.

and each severally acknowledged and declared that he/she did
make, execute, subscribe and acknowledge the foregoing Articles
of Incorporation as their several voluntary acts and deeds for
the purpose of forming a body corporate, pursuant to and under
the provision of the Laws of the State of Florida, and foregoing
Articles of Incorporation, and that the facts set forth therein
are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal this 3 rd day of January, 1984, at Pensacola, Florida.

Minnie Smith
Notary
My commission expires: 2.8.85

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, MAKING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That APPLIANCE & T V RENTALS, INC.
(Name of Corporation)
desiring to organize under the laws of the State of _____
(Florida)
with its principal office, as indicated in the articles of
incorporation at City of Pensacola _____ Co. _____
(City)
of Escambia _____, State of Florida _____
(County) (State)
has named R. Kenne Gatlin
(Name of Resident Agent)
located at 122 Willing St. Milton, Florida, 32570
(Street address and number of building,
Post Office Box address not acceptable)
City of Milton _____, County of Santa Rosa _____
(City) (County)
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By _____

Signature,
(resident agent)

FILED
1961 JUN -9 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
APPLIANCE & T V RENTALS, INC.

FILED
99 JUN 11 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The above named corporation, pursuant to a special meeting of the board and stockholders held on April 28, 1999, a copy of which is attached, amends ARTICLE VII of its original Articles of Incorporation to read, This Corporation shall have -3- directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be fewer than 1. The effective date of the change is to be April 28, 1999.

IN WITNESS WHEREOF, the undersigned director, being the sole director and stockholder of the Corporation, has executed this Amendment of the Articles of Incorporation this 28th day of April, 1999.

Signature of Director

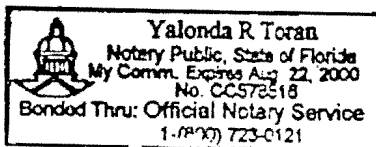
David N. Ring
DAVID N. RING

STATE OF FLORIDA

COUNTY OF OKALOOSA

THE FOREGOING instrument was acknowledged and sworn to before me this 28th day of April, 1999, by David N. Ring, sole director and stockholder of APPLIANCE & TV RENTALS, INC.

NOTARY PUBLIC



Yalonda R. Toran
My Commission Expires: Aug 22, 2000

MINUTES OF THE SPECIAL MEETING OF THE BOARD AND STOCKHOLDERS
OF
APPLIANCE & TV RENTALS, INC.

A special meeting of the Board and Stockholders of the corporation was held at the company's offices on April 28, 1999.

The following directors and/or stockholders were present: David N. Ring
Debbie Anderson

Mr. Ring presented and read a wavier of notice of the meeting, a copy of which is attached.

Mr. Ring then stated that the purpose of the meeting was to discuss Article VII of the Articles of Incorporation and to accept the resignations of Debbie Anderson and Judy Ring as Directors.

The following business was taken up and transacted.

Article VII of the Articles of Incorporation shall be amended to read that the corporation should never have fewer than one (1) director.

The resignations of Debbie Anderson and Judy Ring were accepted and are attached to these minutes, leaving David N. Ring as the sole director of Appliance & TV Rentals, Inc.

There being no further business before the board and stockholders, on motion made, seconded and carried, the meeting was adjourned.

DATE: 4-28-99


DAVID N. RING

April 27, 1999

Appliance & TV Rentals, Inc.
ATTN: Mr. David N. Ring
President
P. O. Box 535
Crestview, Florida 32536

Subject: Resignation as Director, Appliance and TV Rentals, Inc.

I, DEBBIE ANDERSON, respectfully submit my resignation as a Director of Appliance & TV Rentals, Inc. This resignation will be effective immediately following a special meeting for the directors and stockholders of this corporation which will be held on April 28, 1999, at the corporation's place of business.



DEBBIE ANDERSON

BY-LAWS

OF

SPEEDEE CASH OF TENNESSEE, INC

ARTICLE I - OFFICES

The principal office of the corporation in the State of Tennessee shall be located in the City of Lawrenceburg, County of Lawrence. The corporation may have such other offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require.

ARTICLE II - STOCKHOLDERS

1. ANNUAL MEETING.

The annual meeting of the stockholders shall be held on the 1 day of SEPTEMBER in each year, beginning with the year 1977 at the hour 10:00 o'clock A. M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the next succeeding business day.

2. SPECIAL MEETINGS.

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the directors, and shall be called by the president at the request of the holders of not less than 10 per cent of all the outstanding shares of the corporation entitled to vote at the meeting.

3. PLACE OF MEETING.

The directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate

any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

4. NOTICE OF MEETING.

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.

For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty(60) days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such books shall be closed for at least five (5) days immediately preceding such meeting. In lieu of closing the stock transfer books, the directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than sixty(60) days and, in case of a meeting of stockholders, not less than five (5) days prior to the date on which the particular action requiring such determination of stockholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders

has been made as provided in this section, such determination shall apply to any adjournment thereof.

6. VOTING LISTS.

The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten (10) days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the stockholders entitled to examine such list or transfer books or to vote at the meeting of stockholders.

7. QUORUM.

At any meeting of stockholders 100 of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than said number of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

8. PROXIES.

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

9. VOTING.

Each stockholder entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these by-laws shall be entitled to one vote, in person or by

proxy, for each share of stock entitled to vote held by such stockholders. Upon the demand of any stockholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this State.

10. ORDER OF BUSINESS.

The order of business at all meetings of the stockholders, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

11. INFORMAL ACTION BY STOCKHOLDERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS.

The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of this State.

2. NUMBER, TENURE AND QUALIFICATIONS.

The number of directors of the corporation shall be not be less than one (1). Each director shall hold office until the next annual meeting of stockholders and until his successor shall have been elected and qualified.

3. REGULAR MEETINGS.

A regular meeting of the directors, shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of stockholders. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. SPECIAL MEETINGS.

Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

5. NOTICE.

Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally, or by telegram or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. QUORUM.

At any meeting of the directors one (1) shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. MANNER OF ACTING.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the stockholders. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the stockholders or by action of the board. Directors may be removed without cause only by vote of the stockholders.

10. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. COMPENSATION.

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

12. PRESUMPTION OF ASSENT.

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE IV - OFFICERS

1. NUMBER.

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

2. ELECTION AND TERM OF OFFICE.

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the stockholders. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. REMOVAL.

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

5. PRESIDENT.

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the stockholders and of the directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall

perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

6. VICE-PRESIDENT.

In the absence of the president or in event of his death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the directors.

7. SECRETARY.

The secretary shall keep the minutes of the stockholders' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder, have general charge of the stock transfer books of the corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the directors.

8. TREASURER.

If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

9. SALARIES.

The salaries of the officers shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the directors may select.

ARTICLE VI - CERTIFICATES FOR SHARES AND THEIR TRANSFER

1. CERTIFICATES FOR SHARES.

Certificates representing shares of the corporation shall be in such form as shall be determined by the directors. Such certificates shall be signed by the president and by the secretary or by such other officers authorized by law and by the directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the stockholders, the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the

former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the directors may prescribe.

2. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of this state.

ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall begin on the
1st day of JANUARY in each year.

ARTICLE VIII - DIVIDENDS

The directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

ARTICLE IX - SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, "Corporate Seal".

ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

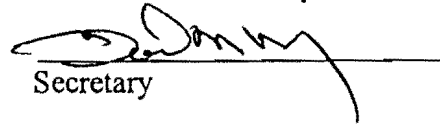
ARTICLE XI - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the stockholders representing a majority of all the shares issued and outstanding, at any annual stockholders' meeting or at any special stockholders' meeting when the proposed amendment has been set out in the notice of such meeting.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the board of directors of the corporation on the date set forth below.

Dated: 6-7-98


Secretary

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

DATE: 02/29/00
REQUEST NUMBER: 3839-0598
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/28/00 1405
EFFECTIVE DATE/TIME: 02/28/00 1405
CONTROL NUMBER: 0385341

TO:
APPLIANCE & TV RENTALS, INC
961 S FERDON

CRESTVIEW, FL 32536

RE:
APPLIANCE & TV RENTALS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY --
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 02/16/00

FROM:
APPLIANCE & TV RENTALS, INC.
604 N. BEAL PKWY.

FT. WALTON BCH, FL 32547-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002622091
ACCOUNT NUMBER: 00331177



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State

Corporations Section

18th Floor, James K. Polk Building

Nashville, TN 37243-0306

RECEIVED
STATE OF TENNESSEE

FEB 28 PM 2:05

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

RECEIVED
STATE OF TENNESSEE
FEB 16 AM 9:33

SECRETARY OF STATE

For Office Use Only

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is APPLIANCE & TV RENTALS, INC.

*If different, the name under which the certificate of authority is to be obtained is SAME AS ABOVE

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is FLORIDA

3. The date of its incorporation is JANUARY 9, 1984 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL

4. The complete street address (including zip code) of its principal office is

961 S. FERDON CRESTVIEW, FL. 32536 OR P.O. BOX 535 CRESTVIEW, FL. 32536

Street	City	State/Country	Zip Code
961 S. FERDON	CRESTVIEW	FL.	32536

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

RONNY MARKS 1908 NORTH LOCUST AVENUE LAWRENCEBURG, TN. 38351

Street	City	County	Zip Code
RONNY MARKS			

Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) DAVID N. RING 806 GAVERNIE CT. CRESTVIEW, FL. 32536 /PRESIDENT

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

DAVID N. RING 806 GAVERNIE COURT CRESTVIEW, FL. 32636 PRESIDENT

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) N/A

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

MARCH 1, 2000 (date), (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]