

F95000002131

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

NationsBank Tower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

JOEL MAGOLNICK

Telephone: (305) 379-8300
Facsimile (305) 379-4404 • (305) 379-4429

January 30, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-02/06/98--01054--001
*****35.00 *****35.00

Attn: Amendment Section

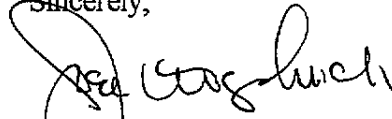
Re: National Pawn Holdings, Inc./Amendment to Articles of Incorporation

Dear Sir or Madam:

I have enclosed an Amendment to the Articles of Incorporation of National Pawn Holdings, Inc., along with a check in the amount of \$35.00 for the cost of filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Joel S. Magolnick

JSM/sg
Enclosure

FILED
98 FEB 25 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. charge
LTS
2-26-98

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

JOEL MAGOLNICK

NationsBank Tower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

Telephone: (305) 379-8300
Facsimile (305) 379-4404 • (305) 379-4429

February 20, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Amendment to Articles of Incorporation - National Pawn Holdings,
Inc.**

Dear Sir/Madam:

Pursuant to the instructions in the enclosed letter sent to me by your office, I am returning the executed form necessary for changing the registered agent address. As you have advised me, you are already in possession of the \$35.00 filing fee.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Joel S. Magolnick

enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

JOEL S. MAGOLNICK
NATIONSBANK TOWER
100 SE 2ND STREET, 37TH FLOOR
MIAMI, FL 33131

SUBJECT: NATIONAL PAWN HOLDINGS, INC.
Ref. Number: F95000002131

We have received your document for NATIONAL PAWN HOLDINGS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 098A00007499

RECEIVED
90 FEB 25 AM 9:14
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Natural Palm Holdings, Inc.

2. The mailing address of the corporation is: 1165 W. 49th St., # 200, Hialeah, FL 33012

3. Date of incorporation/qualification: 11/94 Document number: F95000002131

4. The name and address of the current registered agent and office:

JOEL S. MAGOLNICK
150 WEST FLAGLER STREET - SUITE 2701
Miami, FL 33130

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

JOEL S. MAGOLNICK
3700 NATIONS BANK TOWER - 100 S.E. 2nd St
Miami, FL 33131

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) 2/11/98 (Date)

J. RAMON RODRIGUEZ, Pres. (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent) 2/11/98 (Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)