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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

lavin pawn, inc.

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ARTICLES OF INCORPORATION
OF
LAVIN PAWN, INC.

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES, AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

LAVIN PAWN, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION IS:

11350 OLD CRYSTAL RIVER ROAD
BROOKSVILLE, FLORIDA 34601

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

11350 OLD CRYSTAL RIVER ROAD
BROOKSVILLE, FLORIDA 34601

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

SAMUEL W. LAVIN

ARTICLE VII - NUMBER OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

SAMUEL W. LAVIN
11350 OLD CRYSTAL RIVER ROAD
BROOKSVILLE, FLORIDA 34601

ARTICLE IX - OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE:

PRESIDENT: SAMUEL W. LAVIN
VICE PRESIDENT:
SECRETARY: SAMUEL W. LAVIN
TREASURER: SAMUEL W. LAVIN

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE X - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBER SIGNING THESE ARTICLES ARE AS FOLLOWS:

SAMUEL W. LAVIN
11350 OLD CRYSTAL RIVER ROAD
BROOKSVILLE, FLORIDA 34601

ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XII - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XIII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIV - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XV - RESTRICTIONS ON TRANSFER OF STOCK

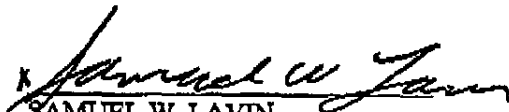
SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

SAMUEL W. LAVIN

100 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 24th DAY OF January, 2007


SAMUEL W. LAVIN

STATE OF FLORIDA
COUNTY OF DeSoto

BEFORE ME PERSONALLY APPEARED Samuel J Lavin TO ME WELL
KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN
EXPRESSED.

2007 WITNESS MY HAND AND OFFICIAL SEAL, THIS 24th DAY OF January

NOTARY PUBLIC, STATE OF FLORIDA



PRINTED OR STAMPED NAME OF
NOTARY PUBLIC

PERSONALLY KNOWN ✓ OR
TYPE OF IDENTIFICATION PRODUCED _____

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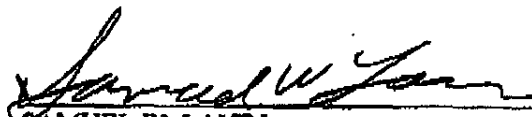
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

LAVIN PAWN, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT 11350
OLD CRYSTAL RIVER ROAD, BROOKSVILLE, COUNTY OF HERNANDO, STATE OF
FLORIDA, HAS NAMED SAMUEL W. LAVIN, AT THAT ADDRESS, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO
COMPLY WITH THE PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.


SAMUEL W. LAVIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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