

P980000 86777
HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER
315 S. HYDE PARK AVENUE
TAMPA, FLORIDA 33606

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

April 20, 2000

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

200003221522--8
-04/24/00--01155-014
*****35.00 *****35.00

Re: **Amended & Restated Articles of Incorporation:
Sutton Adventures II, Inc.**

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Amended And Restated Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$35.00 for the filing fee. (Please see enclosed letter from your office with respect to an earlier attempt at filing).

We would appreciate your filing the Amended and Restated Articles and date stamp the copy and return it to us.

Very truly yours,

Colette Nadeau

Colette Nadeau
Legal Assistant to
Stephen C. Sullivan, Esq.

Check: \$35.00
Enclosures

*Colette authorized to
add date of adoption and
take word initial out of
Art IV*

*Amended & Restated
NFT
5-17-2000*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 PM 2:07

HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
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TAMPA, FLORIDA 33606

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

April 6, 2000

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

Re: **Amended & Restated Articles of Incorporation:
Sutton Adventures II, Inc.**

400003201824--8
-04/10/00-01128-014
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Amended And Restated Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$35.00 for the filing fee.

We would appreciate your filing the Amended and Restated Articles and date stamp the copy and return it to us.

Very truly yours,


Stephen C. Sullivan

SCS:cn
Enclosures

cc: Larry Sutton (w/o encls.)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 14, 2000

Stephen C. Sullivan, Esquire
% HINES NORMAN & ASSOCIATES, P.L.
315 S. Hyde Park Avenue
Tampa, FL 33606

SUBJECT: SUTTON ADVENTURES II, INC.
Ref. Number: P98000086777

We have received your document for SUTTON ADVENTURES II, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 800A00020762

AMENDED & RESTATED ARTICLES OF INCORPORATION

OF

SUTTON ADVENTURES II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 PM 2:07

It is hereby certified that:

1. The name of the Corporation is **SUTTON ADVENTURES II, INC.** (the "Corporation") and the Corporation's original Articles of Incorporation were filed on October 9, 1998.

2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety and integrated into the single document which is hereinafter set forth, and which is entitled Amended & Restated Articles of Incorporation of **SUTTON ADVENTURES II, INC.**, which document supersedes the Corporation's original Articles of Incorporation in all respects.

3. The amendments to, and the restatement of, the Articles of Incorporation have been duly adopted by the unanimous, affirmative vote of the Corporation's Shareholders, after recommendation by Corporation's Board of Directors, in accordance with the provisions of Sections 607.1003 and 607.1007 of the Florida Statutes, on February 29, 2000.

4. The Articles of Incorporation are hereby amended and restated as follows:

AMENDED & RESTATED ARTICLES OF INCORPORATION

OF

SUTTON ADVENTURES II, INC.

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be: **SUTTON ADVENTURES II, INC.**

ARTICLE II

Duration and Existence

The existence of this Corporation shall be perpetual.

ARTICLE III

Capital Stock

The Corporation is authorized to issue two classes of shares of stock to be designated as "Class A Common" and "Class B Common," respectively; the total number of shares that may be issued by the Corporation is 10,000 shares, 5,000 shares to be Class A Common shares, and 5,000 shares to be Class B Common shares. All or any part of the Class A Common shares and Class B Common shares may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interests of the existing Shareholders; and once such consideration has been received by the Corporation, such shares shall be deemed fully paid. The Corporation elects to have preemptive rights pursuant to §607.0630 of the Florida Statutes.

The holders of the Class A Common stock shall have exclusive voting rights and powers with respect to the Corporation. In all other respects, the Class A Common stock and the Class B Common stock shall have the same preferences, limitations, and relative rights.

Prior to the adoption of these Amended and Restated Articles of Incorporation, the Corporation was authorized to issue 5,000 shares of common stock. Of the 5,000 shares of common stock authorized to be issued, the Corporation had issued 100 shares of such common stock to Larry D. Sutton. Upon the filing of these Amended and Restated Articles of Incorporation, and upon receipt of the Stock Certificate evidencing Larry D. Sutton's ownership of such 100 shares of common stock in the Corporation, the Corporation shall issue 3,400 shares of Class A Common stock to Larry D. Sutton in exchange for the Stock Certificate representing his 100 shares of common stock in the Corporation.

ARTICLE IV

Registered Office and Agent

The street address of the registered office of this Corporation is 14620 Nebraska Avenue, Building B, Tampa, Florida 33613, and the name of the initial registered agent of this Corporation at that address is Linda Petko.

ARTICLE V

Purposes, Business or Objects

The general nature of business to be transacted by this Corporation, or the objects or purposes of the Corporation, shall be as follows:

(a) To engage in the business of rent-to-own retail stores.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833 of the Florida Statutes.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and to incur liabilities, borrow money at such rates of interest as the corporation may determine, to issue its notes, bonds and other obligations, and to secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned, invested or reinvested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers conferred by the laws of the State of Florida within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational or religious purposes.

(n) To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

(o) To pay pensions and establish Pension Plans, Profit Sharing Plans, Stock Bonus Plans, Stock Option Plans and other incentive plans for any or all of its Directors, Officers and Employees and for any and all of its Directors, Officers and Employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other lawful enterprise.

(q) To have and to exercise all powers necessary or convenient to effect its purposes.

(r) In general, to carry on any other business in connection with the foregoing and to have and to exercise all powers conferred by the laws of the State of Florida, and any amendments thereto and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE VI

Principal Office

The principal office of this Corporation shall be located at Tampa, Florida, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this Corporation, which shall consist of not less than one (1) and not more than fifteen (15) members, the exact number of the same to be fixed by the Stockholders or by the Corporate Bylaws. Each of the said Directors shall be of full age. A quorum for the transaction of business shall be as determined by the Directors from time to time and as provided for in the Bylaws of this Corporation. Subject to the Bylaws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The name and street address of the members of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this Corporation, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Larry D. Sutton	14620 Nebraska Avenue Building B Tampa, Florida 33613

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is: Larry D. Sutton, 14620 Nebraska Avenue, Building B, Tampa, Florida 33613.

ARTICLE X

Transactions With Corporations

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any other corporation, or are Directors or Officers of any other corporations. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this Corporation who is also a Director or Officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such Officer or Director of such other corporation or member of such other firm, or not so interested.

ARTICLE XI

Bylaws

(a) The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any Bylaws or any amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by a vote of the Stockholders. No bylaw which has been altered, amended or adopted by such vote of the Stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such Stockholders.

(b) The Bylaws of this Corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State of Florida or of the United States.

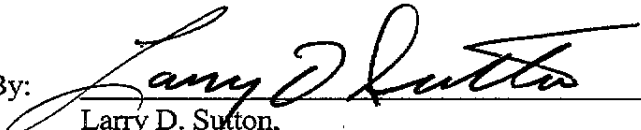
ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Incorporation on this 29 day of February, 2000 for the uses and purposes therein stated.

SUTTON ADVENTURES II, INC.

By: 
Larry D. Sutton,
President

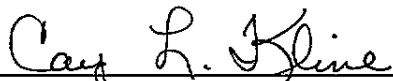
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared Larry D. Sutton, to me known to be the person described as the President of SUTTON ADVENTURES II, INC., and acknowledged before me that he subscribed said Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the State of Florida this 29 of February, 2000.



Cay L. Kline
My Commission CC596280
Expires October 27, 2000


Notary Public (Signature)