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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

PAWN SHOP LOUNGE OPERATOR LLC

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ARTICLES OF ORGANIZATION

OF

PAWN SHOP LOUNGE OPERATOR LLC

ARTICLE I

Name

The name of this limited liability company is Pawn Shop Lounge Operator LLC (hereinafter "the Company").

ARTICLE II

Address

The principal street address and mailing address is 2665 S. Bayshore Drive, Suite 703, Miami, FL 33133.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

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ARTICLE VI

Organizer

The name and street and mailing address of the person signing these Articles as authorized Representative and Organizer is:

Andrea Darling de Cortes, Esq.
Richards & Polansky, P.A.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

ARTICLE VII

Management

The Company will be managed by at least one (1) manager and is, therefore, a manager-managed company. The initial managers are:

Kurt Van Nostrand
2665 S. Bayshore Drive, Suite 703
Miami, Florida 33133

Candice Ferreira
2665 S. Bayshore Drive, Suite 703
Miami, Florida 33133

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Andrea Darling de Cortes, Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZED REPRESENTATIVE & ORGANIZER

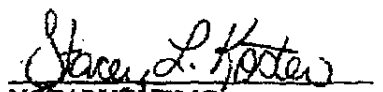
IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization
this 30th day of August 2004.


Andrea Darling de Cortes

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Andrea Darling de Cortes, who is well known to me to be the person described in and who executed these Articles of Organization as Authorized Representative and Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this
30th day of August 2004.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires: 6/16/08



Stacey L. Koster
Commission #DD329621
Expires: Jun 16, 2008
Bor. of Thr.
Atlantic Bonding Co., Inc.

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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of PAWN SHOP LOUNGE OPERATOR LLC named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 30th day of August, 2004.


Timothy D. Richards, President
World Corporate Services, Inc.

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