



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 1, 2005

EMPIRE CORPORATE KITS

SUBJECT: 1-800-PAWNSHOP, L.L.C.
REF: W05000041175

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on . Please amend your document accordingly.

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) 245-6890.

Jason Merrick
Document Specialist

FAX Aud. #: R05000209341
Letter Number: 605A00055117

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H05000209341

ARTICLES OF ORGANIZATION
OF
1-800-PAWNSHOP, L.L.C.

④

ARTICLE I: NAME

The name of this Florida Limited Liability Company is 1-800-PAWNSHOP, L.L.C.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Company shall be 3876 Sheridan Street, Hollywood, Florida 33021.

The mailing address of this Company shall be 3876 Sheridan Street, Hollywood, Florida 33021.

ARTICLE III: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Gregory Schwartz whose registered office is 3876 Sheridan Street, Hollywood, Florida 33021.

ARTICLE IV: TRANSFERABILITY OF MEMBERSHIP INTERESTS

No member shall have the right to assign their membership interests in the Company without the written agreement of all the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have not the right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall not be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE V: DISTRIBUTION OF PROFITS

Unless otherwise provided in the company's operating agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50 percent of the voting interest in the company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

ARTICLE VI: MANAGEMENT

This will be a manager-managed company. The number of managers may be increased from time to time as provided for in the by-laws of this Company, but shall never be less than one. The names and addresses of the initial managers are:

Gregory Schwartz

3876 Sheridan Street
Hollywood, Florida 33021

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CLERK
FLORIDA

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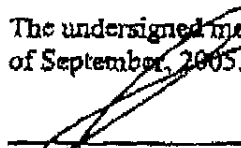
Gene Zweben

5328 SW Coral Tree Lane
Palm City, Florida 34990

ARTICLE VII: COMPANY'S EXISTANCE

The Company's existence shall begin effective as of August 27, 2005.

The undersigned member and manager has executed these Articles of Organization this 1st day of September, 2005.



Gregory E. Schwartz
Incorporator

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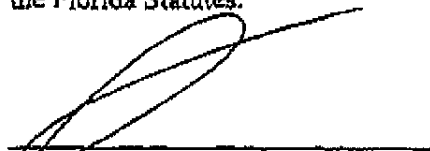
2005 SEP - 1 P 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HD5000209841

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Gregory E. Schwartz
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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