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J. BRYAN JUN 13 2007

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July 10, 2007

FL Dept. of State
PO Box 6327
Tallahassee, FL 32314

Re: Certificate of Conversion for The Pawn Mart, Jewelry & Coins, LLC

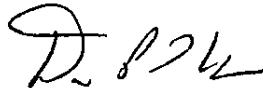
Dear Sir/Madam:

Enclosed for filing with your office please find Certificate of Conversion with the Articles of Organization, attached as Exhibit A, for the above corporation.

We are also enclosing our client's check in the amount of **\$150.00** for the filing fee.

Please forward a certified copy to this office. Thank you for your cooperation.

Very truly yours,



Dennis P. Thompson

DPT/caw
Enclosures

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2007

DENNIS P. THOMPSON
THOMPSON & FOOTE, P.A.
1150 CLEVELAND STREET, SUITE 301
CLEARWATER, FL 33755

SUBJECT: THE PAWN MART, JEWELRY & COINS, LLC
Ref. Number: W07000033575

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We have received your document for THE PAWN MART, JEWELRY & COINS, LLC and your check(s) totaling \$150.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to Florida Statutes you have to file the Certificate of Conversion in accordance with s.608.,

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 707A00044689

Request per your

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

THE PAWN MART, JEWELRY & COINS, LLP #GP0500001380
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general partnership
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 5/18/2005
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

THE PAWN MART, JEWELRY & COINS, LLC
(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 19 day of JULY 20007.

Signature of Authorized Person: _____

Printed Name: ALLAN CLARK Title: Member

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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ARTICLES OF ORGANIZATION
THE PAWN MART, JEWELRY & COINS, LLC

ARTICLE I
Name

The name of the Limited Liability Company is: The Pawn Mart, Jewelry & Coins, LLC

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is:
9041 Ulmerton Road, Largo, Florida 33771-5312.

ARTICLE III
Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Allan Clark	
9041 Ulmerton Road,-	12499 Seminole Blvd.
Largo, Florida 33771-5312	Largo, FL 33778

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as its registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in chapter 608, F.S.



Registered Agent's Signature

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ARTICLE IV
Purposes and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

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1. To engage in any activity or business authorized under the laws of the State of Florida.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles, and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers; to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations; and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property; and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service; and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE V

Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member or members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company. Currently, Allan Clark is the sole member of this Limited Liability Company.

ARTICLE VI


Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

ARTICLE VII

Duration

This Limited Liability Company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


Allan Clark, Member

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

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