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ACCOUNT NO. : 072100000032

REFERENCE : 613452 82694A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pajito

ORDER DATE : March 6, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 613452-005

200003160542--9

CUSTOMER NO: 82694A

CUSTOMER: Richard J. Osterndorf, Esq.
OSTERNDORF & ASSOCIATES, INC.
OSTERNDORF & ASSOCIATES, INC.
327 South Palmetto Avenue

Daytona Beach, FL 32114

DOMESTIC FILING

NAME: TOMOKA JEWELRY, GUN & PAWN,
INC.

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 2:01

RECEIVED
00 MAR -7 PM 2:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES
OF
INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -7 PM 2:01

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

TOMOKA JEWELRY, GUN & PAWN, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and/or permitted under the laws of the State of Florida, including but not limited to:

The purchasing, selling, designing, marketing, leasing, hiring, construction, repairing, renovating, or rebuilding of real or personal property including the financing or lending of money thereon.

Any type of construction, development or sale of real or personal property herein the State of Florida; as well as all business activities related thereto, or which may be necessary, advantageous or proper in the conduct of the business; to exercise generally such powers as may be incidental to or convenient for the purposes and business of the corporation; and to have, exercise and enjoy all the rights and privileges of a corporation for profit

under the laws of the State of Florida; it being expressly provided that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE III

The maximum number of shares of stock this corporation may issue is one thousand shares of common stock, which shall be the common stock of \$1.00 par value. All said common stock shall be payable in cash, or payable by property, labor or services at a just valuation by the stockholders. Property, labor or services may be purchased or paid for with capital stock at a just valuation fixed by the stockholders.

ARTICLE IV

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial principal office of said corporation shall be:

484 South Yonge Street, Ormond Beach, Florida 32174

The registered agent is:

JERRY W. STATON

whose address is:

484 So. Yonge Street, Ormond Beach, Florida 32174

ARTICLE VII

That the business of the corporation shall be managed by

the stockholders of the corporation. The board of directors shall initially consist of one member, who is:

JERRY W. STATON

The said corporation may have additional members on the board of directors, as may be authorized in the bylaws of the corporation. The address for the above is or are:

484 So. Yonge Street, Ormond Beach, Florida 32174

ARTICLE VIII

The name and business address of the person signing these Articles of Incorporation as subscriber is as follows:

JERRY W. STATON

484 So. Yonge Street, Ormond Beach, Florida 32174

ARTICLE IX

No holder of common stock of the corporation shall have any preferential, preemptive or other right to the detriment of any other stockholder of the corporation.

ARTICLE X

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

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


Jerry W. Staton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -7 PM 2:01

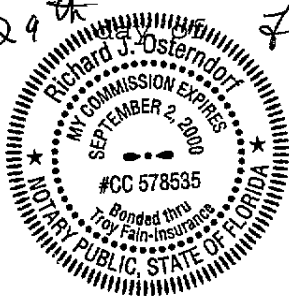
STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me, the undersigned authority, personally appeared
Jerry W. Staton, well known to be the person described in and who
subscribed the foregoing Articles of Incorporation and he freely
and voluntarily acknowledged before that he made and subscribed the
foregoing for the uses and purposes therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at Daytona Beach, in said County and State, this

29th day of February, 2000.



Richard J. Osterdorf
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept Service of
Process for **TOMOKA JEWELRY, GUN & PAWN, INC.** at the place designated
in the Articles of Incorporation, hereby accepts the obligations as
Registered Agent and agrees to comply with the provisions of
Section 607.0505, Florida statutes, relative to the maintenance of
said office.

Jerry W. Staton
Jerry W. Staton