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TRANSMITTAL LETTER

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

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-06/19/00--01123--012
*****78.75 *****78.75

SUBJECT: 5TH AVENUE JEWELRY AND PAWN, INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75

Filing Fee &
Certificate

FROM: HEATH SCHNEIDER
Name (printed or typed)
3752 U.S. HWY 19
Address
NEW PORT RICHEY, FL 34653
City, State & Zip
(727) 849-4196
Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 JUN 19 AM 10:34

FILED

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

6/23

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2000 JUN 19 AM 10:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

5TH AVENUE JEWELRY AND PAWN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3752 U.S. HWY 19
NEW PORT RICHEY, FL 34653

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

HEATH SCHNEIDER
3752 U.S. HWY 19
NEW PORT RICHEY, FL 34653

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

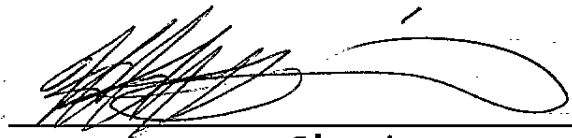
HEATH SCHNEIDER
3752 U.S. HWY 19
NEW PORT RICHEY, FL 34653

ARTICLE VI INITIAL OFFICER(S) AND DIRECTOR(S)

HEATH SCHNEIDER DIRECTOR, PRESIDENT, VICE PRESIDENT
3752 U.S. HWY 19
NEW PORT RICHEY, FL 34653

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

16TH day of JUNE, 2000.



Signature

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2000 JUN 19 AM 10:34

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: 5TH AVENUE JEWELRY AND PAWN, INC.

2. The name and address of the registered agent and office is:

HEATH SCHNEIDER

(Name)

3752 U.S. HWY 19

(P.O. Box not acceptable)

NEW PORT RICHEY, FL 34653

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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.


Signature

6-16-00
Date