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FLORIDA PROFIT CORPORATION OR P.A.

ONCE-A-PAWN ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
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T. SMITH AUG 05 2000

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**ARTICLES OF INCORPORATION
OF
ONCE-A-PAWN ENTERPRISES, INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLES I - CORPORATION NAME

The name of the corporation is ONCE-A-PAWN ENTERPRISES, INC. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplies thereto, or any law enacted to take place thereof (collectively, the "Act").

ARTICLE III - REGISTERED OFFICE/AGENT

The street address of the Corporation's initial registered office in the State of Florida is 2 Alhambra Plaza, Suite 802, Miami, Florida 33134, and the name of its initial registered agent is Betty Hyman, Esq.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal office of the corporation, and its mailing address is 321 NE 44 Street, Oakland Park, Florida 33334.

Preparer:

Betty Hyman, Esq.

2 Alhambra Plaza

Suite 802

Coral Gables, Florida 33134

Phone: (305) 461-2330

Fax: (305) 448-0554

FL Bar No.: 0083100

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ARTICLE V - AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are one thousand (1,000), and the par value shall be one dollar (\$1.00).

ARTICLE VI - PROVISIONS

The provisions of the internal affairs of the Corporation shall be set forth in the bylaws.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two. The names and addresses of the directors who are to serve as the initial Board of Directors of the Corporation are as follows:

Yakov Benzion

11211 W. Atlantic Blvd. #301

Coral Springs, FL 33071

Eli Musat

321 NE 44th Street

Oakland Park, FL 33334

ARTICLE VIII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made a party to any suit, action or proceeding by reason of the fact that he is or was director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise; except for any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the

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corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 3rd day of August, 2000.

Betty Hyman
Betty Hyman, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

Having been named to accept service of process for ONCE-A-PAWN ENTERPRISES, INC. at the place designated in the Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and, (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

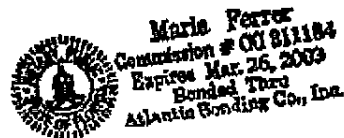
Dated the 3rd day of August, 2000.

By: Betty Hyman
Betty Hyman

The foregoing instrument was acknowledged before me this _____ day of _____ 2000 by Betty Hyman, who is personally known to me and who has taken an oath.

Maria Ferrer
Notary Public, State of Florida

My commission expires:



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