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MICHAEL A. SIEFERT, P.A.

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August 24, 2000

State of Florida
Corporate Record Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/25/00--01049--008
***122.50 ***78.75

RE: OLD 484 PAWN & GUN SHOP, INC.

Dear Sir/Madam:


Enclosed are the Articles of Incorporation for the above corporation, together with trust account check for \$122.50 to cover the following:

Filing Fee	\$70.00
Certified Copy	\$52.50
Total	\$122.50

Please send a certified copy to me at your earliest convenience.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,



MICHAEL A. SIEFERT

MAS:jfs
Enclosures

FILED
00 AUG 25 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 8/30

ARTICLES OF INCORPORATION OF
OLD 484 PAWN & GUN SHOP, INC.

FILED
00 AUG 25 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is **OLD 484 PAWN & GUN SHOP, INC.**
2. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including, but not limited to, the operation of a pawn shop.
3. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share.
4. This Corporation shall have perpetual existence commencing upon filing of these Articles.
5. The Registered Agent and the street address of the initial registered agent of this corporation in the State of Florida shall be: JEAN A. BAER, 5910 S.W. 112th Place Road, Ocala, FL 34476, who by signature herein is accepting designation as Resident Agent.
6. The initial stockholders will be as follows:

JEAN A. BAER	50 shares
CINDY MARASCIULLO	50 shares

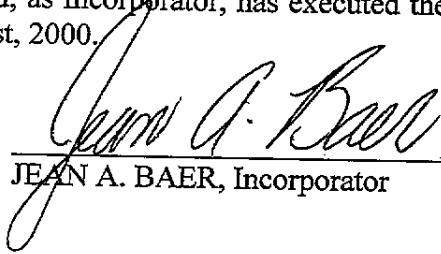
Shares held by each shareholder may not be sold or otherwise transferred to other persons or other entities, except as follows: a) sold back to the corporation at a price agreed to between the seller and remaining shareholders; b) to any third party after a right of first refusal lasting 30 days after receipt of written notice has expired, such right of first refusal being held by the corporation; or c) to any third party after a right of second refusal lasting 30 days after receipt of written notice has expired, such right of second refusal being held by the remaining shareholders. The price, terms and other provisions regarding the sale of stock may be specified by written agreement among the shareholders, which agreement may expand this Article. Those shares shall not be conveyed, split, transferred, or given by testamentary devise or otherwise, if such action would violate the federal prescriptions for an S corporation, as provided by law and in effect at the time of the proposed action.

7. The initial offices and officers shall be as follows:

JEAN A. BAER	President
CINDY MARASCIULLO	Secretary-Treasurer

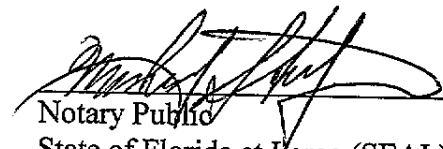
8. The business of this corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.
9. The corporation may indemnify any officer or employee, or any former officer or employee, to the full extent permitted by law.
10. The name and principal street address of the person signing these Articles of Incorporation as the incorporator is: JEAN A. BAER, 5910 S.W. 112th Place Road, Ocala, FL 34476.
11. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, by a simple majority vote of the outstanding shares of stock.
12. The principal place of business shall be 13535 S. Highway 475, Summerfield, Florida. 34491
13. The President, acting in his/her sole capacity, has the authority to sign contracts, checks, receipts and otherwise conduct business on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 24 day of August, 2000.


JEAN A. BAER, Incorporator

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 24 day of August, 2000, by JEAN A. BAER, as Incorporator, of **OLD 484 PAWN & GUN SHOP, INC.**, a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced Florida driver license as identification.


Notary Public
State of Florida at Large (SEAL)

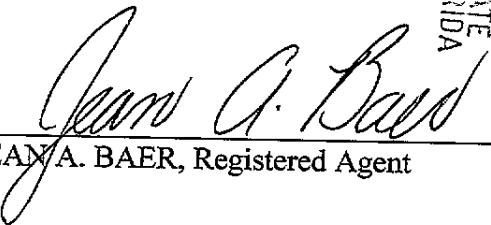
My Commission Expires:



Michael A. Siefert
MY COMMISSION # CC816388 EXPIRES
March 10, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

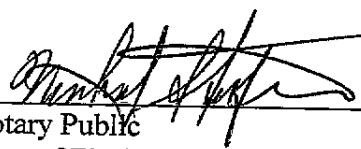
I, JEAN A. BAER, hereby accept the position of Registered Agent for **OLD PAWN & GUN SHOP, INC.**


JEAN A. BAER, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 24 day of August, 2000, by JEAN A. BAER, who is personally known to me or has produced Florida driver license as identification, and who did take an oath.

My Commission Expires:


Notary Public
State of Florida at Large (SEAL)

FILED
00 AUG 25 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA