

**BRODIE & PAWLUC**  
COUNSELLORS AT LAW

P000000104108

November 2, 2000

FILED  
00 NOV -6 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800003453028--9  
-11/06/00--01076--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation  
Peoples Pawn, Inc.

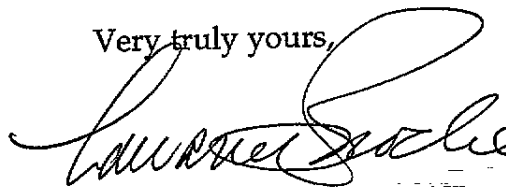
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above corporation and a check in the amount of \$78.75 (\$35.00-filing fee, \$35.00-Registered Agent Designation, and \$8.75-certified copy). Upon filing, please return a certified copy of the Articles.

From: Brodie & Pawluc  
525 Camden Avenue  
Stuart, FL 34994  
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Very truly yours,



Lawrence P. Brodie

rlb  
Enclosures

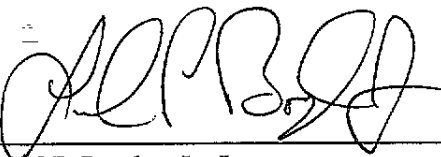
11-7

ARTICLES OF INCORPORATION  
OF  
PEOPLES PAWN, INC.

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TALLAHASSEE, FLORIDA

1. The name of this Corporation is PEOPLES PAWN, INC. (the "Corporation").
2. The street address of the initial principal office and mailing address of the Corporation is 1918 Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.
3. The Corporation shall have the authority to issue 10,000,000 shares of Common Stock, par value \$.001 per share.
4. The name and street address of the registered agent of the Corporation is Lawrence P. Brodie, 525 Camden Avenue, Stuart, FL 34994.
5. The name and address of the incorporator is Leonard P. Bogdan, Jr., 1918 Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

Dated: November 1, 2000.

  
\_\_\_\_\_  
Leonard P. Bogdan, Jr., Incorporator

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

**FILED**  
00 NOV -6 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

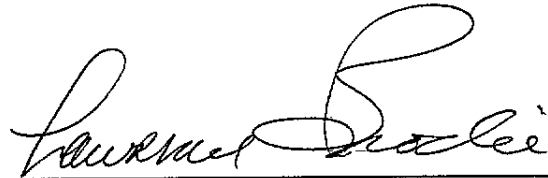
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PEOPLES PAWN, INC.
2. The name and address of the registered agent and office is:

Lawrence P. Brodie  
525 Camden Avenue  
Stuart, FL 34994

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.

Dated: November 1, 2000

  
\_\_\_\_\_  
Lawrence P. Brodie, Registered Agent