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WEST PALM BEACH, FLORIDA 33409

FILED

01 FEB 21 PM 12:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WILLIAM J. WALLACE

LEGAL ASSISTANT:  
KATHY J. WHEELIHAN

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February 20, 2001

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32399

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-02/22/01--01040--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Corporation  
BILLY'S JEWELRY & PAWN, INC.

Dear Sir or Madam:

Enclosed please find the following: The original and two copies of the Articles of Incorporation of BILLY'S JEWELRY & PAWN, INC. Also, enclosed is a check in the amount of \$78.75 as payment of the filing fee for the said Articles of Corporation. A self-stamped envelope is provided or our return.

Thank you for your assistance in this matter and should you have any questions or comments, please feel free to contact me at the above number.

Sincerely,

*Kathy J. Wheelihan*  
Kathy J. Wheelihan  
Legal Assistant

**ARTICLES OF INCORPORATION**  
**OF**

**BILLY'S JEWELRY & PAWN, INC.**

FILED  
01 FEB 22 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporator of the corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - CORPORATE NAME**

The name of this corporation is: **BILLY'S JEWELRY & PAWN, INC.**

**ARTICLE II - INITIAL PRINCIPAL PLACE OF BUSINESS**

The corporation's initial principal place of business shall be **805 COLORADO BLVD.,  
STUART, FL 34995.**

**ARTICLE III - EXISTENCE**

The duration of this corporation is perpetual.

**ARTICLE IV - PURPOSE**

The purpose or purposes for which this corporation is organized are:

A. 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.

B. To acquire by purchase, exchange, gift, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association or

corporation, or any government or subdivision, agencies or instrumentalities thereof to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of anyone or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association, or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

## **ARTICLE V - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is , 2,000,000.00 shares of Class A common voting stock at \$.00012 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

## **ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at the Shareholders meeting called for that purpose.

## **ARTICLE VII - SHAREHOLDER'S RIGHTS**

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations', share or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired share, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

## **ARTICLE VIII - INITIAL REGISTERED AGENT**

This corporation's initial registered agent is WILLIAM J. WALLACE, P.A., whose address is 1818 S. AUSTRALIAN AVE., SUITE 400, WEST PALM BEACH, FL 33409.

## **ARTICLE IX - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is three (3). The names and addresses of the people to serve as Directors until the first annual

meeting of the Shareholders, or until successors are elected and qualify, are:

Name	Address
Charles Lowe, Jr.	340 Pike Road West Palm Beach, FL 33411
James Porter	6175 Harbour Greens Dr. Lake Worth, FL 33467
Bill Dixon	478 Squire Dr. Wellington, FL 33414

#### **ARTICLE X - OFFICERS**

NAME	TITLE
Bill Dixon	President
Charles Lowe, Jr.	Vice-President
James Porter	Secretary & Treasury

#### **ARTICLE XI - INCORPORATIONS**

The name and address of the Incorporator is :

NAME	ADDRESS
William J. Wallace, P.A.	1818 S. Australian Ave., Suite 400 West Palm Beach, FL 33409

ARTICLE XII - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 20, day of February, 2001.

William J. Wallace  
INCORPORATOR  
WILLIAM J. WALLACE, P.A.

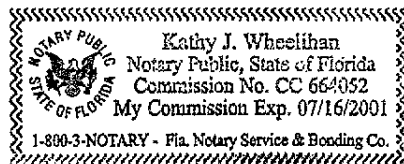
INCORPORATOR

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing Articles of Incorporation were acknowledged before me this 20 day of February 2001, by William Wallace. Well known to be the person in and who executed the foregoing and she acknowledged before me that they executed same.

SWORN TO AND SUBSCRIBED before me this 20 day of February, 2001.



Kathy J. Wheelihan  
NOTARY PUBLIC

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF THE PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

The foregoing is submitted pursuant to Florida Statutes Section 48.091 (1) and Section 607.034:

BILLY'S JEWELRY & PAWN, INC., desiring to organize under the laws of the State of Florida being in the County of Palm Beach, has named WILLIAM J. WALLACE, whose address is 1818 S. AUSTRALIAN AVE., SUITE 400, WEST PALM BEACH, FL 33409, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above-referenced corporation, at the above listed office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of the above Statute, with respect to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except for Saturdays, Sundays, and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

Dated this 20 day of February, 2001.

  
WILLIAM J. WALLACE

FILED  
01 FEB 22 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acknowledgment was made before me this 20 day of February, 2001, by WILLIAM J. WALLACE, well known to be the person in and who executed the foregoing and he acknowledged before me that he executed same.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 20 DAY OF February, 2001.

Kathy J. Wheelihan  
NOTARY PUBLIC

