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May 14, 2002

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*****78.75 *****78.75

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

FILED
02 MAY 17 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

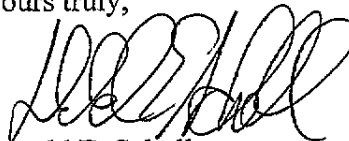
Re: **RDS PAWN, INC.**

Dear Secretary of State:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for RDS Pawn, Inc., a Florida corporation. Please file stamp and return a copy of this document to me once processed. I also enclose a check in the amount of \$78.75 for the applicable fees.

Thank you for your assistance in this regard.

Yours truly,



Donald E. Scholl

kt
encs.

cc: Diana Schroeder

ARTICLES OF INCORPORATION

OF

RDS PAWN, INC.

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02 MAY 17 AM 11: 44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, DIANA SCHROEDER, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be: RDS PAWN, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III. CAPITAL STOCK

The capital stock of this corporation shall consist of 100 shares of common stock without par value.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and principal office and

initial registered office of this corporation is 303 South Pinellas Avenue, Tarpon Springs, FL 34689, and the name of the initial registered agent of this corporation at that address is Diana Schroeder.

ARTICLE VI. MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation shall have no directors.

ARTICLE VII. INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation is:

Diana Schroeder
722 Seminole Boulevard
Tarpon Springs, Florida 34689

IN WITNESS WHEREOF, the undersigned has set her hand and seal and acknowledged these Articles of Incorporation and directs that they be delivered to the Department of State for the State of Florida, this 14 day of May, 2002.


DIANA SCHROEDER
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County above-named, DIANA SCHROEDER, personally known to me or who provided Florida Driver's License as identification, to be the person described as the incorporator in and to, and who executed the foregoing Articles of Incorporation, and acknowledged to be the incorporator signing such Articles of Incorporation.

WITNESS my hand and official seal at Tarpon Springs, Pinellas County, State of Florida, this 14th day of May, 2002.

Kathy R. Tokos
Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0202 and 607.0501, Florida Statutes,
the following is submitted:

RDS PAWN, INC., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business and registered office at 303
South Pinellas Avenue, Tarpon Springs, FL 34689, has named DIANA
SCHROEDER as its Registered Agent to accept service of process within Florida.

Signature: *Diana Schroeder*
DIANA SCHROEDER
Title: Incorporator

Date: May 14, 2002

Having been named Registered Agent to accept service of process for the
above stated corporation, at the place designated in this certificate, I hereby
accept to act in this capacity and I further agree to comply with the provisions of
all statutes relative to the proper and complete performance of my duties.

Diana Schroeder
Registered Agent - DIANA SCHROEDER

Date: May 14, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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