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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

king of pawn, inc.

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TALLAHASSEE, FLORIDA

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#4199104

Hollywood 2642
ARTICLES OF INCORPORATION

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OF

KING OF PAWN, INC.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is King of Pawn, Inc.. The principal place of business and mailing address for the corporation is: 5404 South State Road 7, Hollywood, Florida 33314.

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ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

Hollywood 2642

**ARTICLE III
CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

**ARTICLE IV
CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

**3551 GRIFFIN ROAD
FT. LAUDERDALE, FLORIDA 33312**

and the name of the initial registered agent at that address is:

MAX M. HAGEN

ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Abraham Bernstein President/Secretary	5404 South SR 7 Hollywood, Florida 33314

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Abraham Bernstein	5404 South SR 7 Hollywood, Florida 33314

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 28th day of April, 2004.

Abraham Bernstein (SEAL)
Abraham Bernstein

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me, Abraham Bernstein, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Broward, County of Broward, State of Florida, this 2nd day of April A.D., 2004.

[Signature]

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



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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 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT King of Pawn, Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF HOLLYWOOD, STATE OF FLORIDA, HAS NAMED MAX M. HAGEN LOCATED AT 3531 GRUFFIN ROAD, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Abraham Bernstein
BY: Abraham Bernstein
TITLE: President

Dated this 28 day of April, 2004.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE 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.

SIGNATURE Max M. Hagen
MAX M. HAGEN
RESIDENT AGENT

Dated this 28 day of April, 2004.

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