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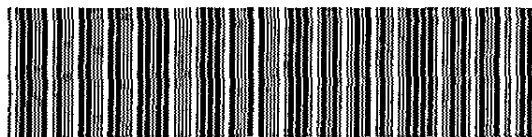
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUN -3 PM 1:21

**John & Pamela Marmer
12160 SW 50 Court
Cooper City, FL 33330
Home: 954 / 689-4900**

June 1, 2004

Department of State
Division of Corporations
ATTN: NEW FILING SECTION
P O Box 6327
Tallahassee, FL 32314

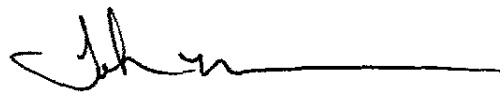
RE: Westside Pawn, Inc.

Dear New Filing Section,

Enclosed please find an original and two copies of Articles of Incorporation for Westside Pawn, Inc. a Florida corporation for profit. Also enclosed is my personal check in the amount of \$ 87.50 for the Filing Fee, Certified Copy and Certificate of Status.

Thank you in advance for your prompt attention to this matter. Should you have any questions or concerns regarding this matter, kindly contact me.

Very truly yours,



John Marmer

JM/pm
enclosures

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**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
WESTSIDE PAWN, INC.**

The undersigned subscribers, being natural persons competent to contract, do hereby adopt the following Articles of Incorporation for the purpose of forming a business corporation in accordance with the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: WESTSIDE PAWN, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is being organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida or any amendatory law enacted.

ARTICLE IV - CAPITAL STOCK

The total number of shares of all stock which the corporation shall have authority to issue is five hundred (500) shares of Common Stock, having a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares".

Each said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or

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securities), or in labor or service at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The following shall be the mailing address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient:

12160 SW 50 Court, Cooper City, Broward County, Florida, 33330

ARTICLE VI – BOARD OF DIRECTORS

The corporation's Initial Board of Directors shall not be less than two (2). The number of directors may be either increased or diminished from time to time by the corporate by-laws, but shall never be less than one (1) and not more than nine (9). Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed, without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed, without cause, at any annual or special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the Directors present at said meeting.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as Initial Directors for the first year of the corporate existence or until successors are elected and qualify are:

John Marmer, who will serve as President	12160 SW 50 Court Cooper City, Florida 33330
Pamela Marmer, who will serve as Secretary	12160 SW 50 Court Cooper City, Florida 33330

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are:

John Marmer	12160 SW 50 Court Cooper City, Florida 33330
Pamela Marmer	12160 SW 50 Court Cooper City, Florida 33330

ARTICLE IX – CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Officers of this corporation are peculiarly or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof and any Director of this

corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, any may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE X – INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time of such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeing such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.

ARTICLE XI - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence upon the signing of these Articles of Incorporation by the subscribers.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now and hereinafter prescribed by the laws of the State of Florida and the rights conferred upon the stockholders herein are subject to this reservation.



John Marmer, Incorporator



Pamela Marmer, Incorporator

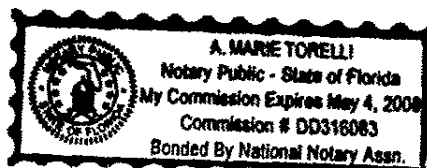
STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED to me this 1st day of June, 2004, by John Marmer and Pamela Marmer who is personally known to me and who did take an oath that the facts stated herein are true.

WITNESS my hand and seal in the County and State last aforesaid this 1st day of June, 2004.



Notary Public
My Commission Expires:



**CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT OF
WESTSIDE PAWN, INC.**

Pursuant to Florida Statutes Sections 48.091, the following is submitted in compliance with said Act:

First that Westside Pawn, Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 12160 SW 50 Court, Cooper City, Broward County, Florida 33330 has named John Marmer located at the aforesaid address, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligation of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.

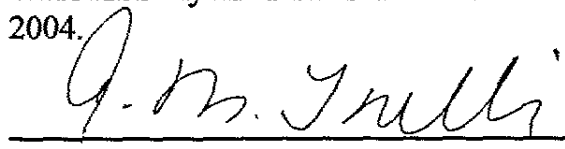


John Marmer, Registered Agent

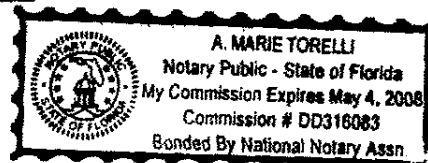
STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED to me on this 1st day of June, 2004, by John Marmer who is personally known to me and who did take an oath that the facts stated herein are true.

WITNESS my hand and seal in the County and State last aforesaid this 1st day of June, 2004.



Notary Public
My Commission Expires:



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