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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 APR 29 PM 2:26

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JOHN MOXLEY, P. A.
ATTORNEY AT LAW
2320 NORTHEAST 2ND STREET, SUITE 4
OCALA, FLORIDA 34470

TELEPHONE (352) 732-8085
FAX (352) 732-1686

April ²⁶~~10~~, 2008

Secretary of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Capital Pawn of Ocala, Inc.

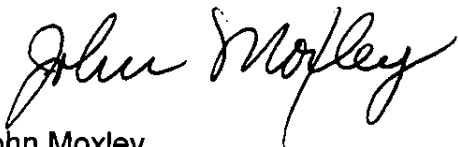
Dear Sir or Madam:

Enclosed please find two (2) fully executed Articles of Incorporation for the above referenced corporation. Also enclosed is our firm's check in the sum of \$78.75 as payment for the various fees calculated below:

- | | | |
|----|----------------------------|----------|
| 1. | Filing Fee | \$ 35.00 |
| 2. | Certified copy of Articles | \$ 8.75 |
| 3. | Registered Agent Fee | \$ 35.00 |

Providing everything is in order, please certify and return one set of the Articles of Incorporation to our office.

Cordially yours,



John Moxley

JM/cln

Enclosures

in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of a person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights and every other kind and character of personal property, real property (improved or unimproved) and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, characters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants, and employees and to enter into agreements of employment and collective bargaining agreements and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered do, and enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or

otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation and to have and exercise all powers conferred by the laws of this State of Florida for corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations and in any part of the world.

7. To engage in any activity or business permitted under the laws of the United States or the State of Florida.

III.

The maximum number of shares of stock shall be **One Thousand (1,000)** shares of a par value of **\$1.00** per share.

IV.

The amount of capital with which the corporation shall begin business shall be **One Thousand Dollars and No/100 (\$1,000.00)**.

V.

The corporation shall have perpetual existence unless sooner discontinued by law.

VI.

The initial street address in the State of Florida of the principal office of the corporation shall be 2620 SW 17th Road, #700, Ocala, FL 34471.

VII.

The number of directors of this corporation shall be **one (1)** unless and until the number shall be changed by the stockholders at any meeting lawfully held, or by the directors when so authorized by the by-laws.

VIII.

The name and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

MICHAEL T. PORTER
4819 SE 11th Place
Ocala, FL 34471

IX.

The name and street address of each person signing the Articles of Incorporation as a subscriber is as follows:

MICHAEL T. PORTER
4819 SE 11th Place
Ocala, FL 34471

X.

The name and address of the Registered Agent of the corporation is as follows:

MICHAEL T. PORTER
2620 SW 17th Road, #700
Ocala, FL 34471

XI.

This corporation shall begin business on acceptance of these Articles of Incorporation by the Secretary of State.


WITNESS the hand and seal of the Incorporator this 10th day of April, 2008.

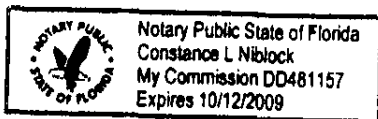

MICHAEL T. PORTER

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public in and for the State of Florida, this day appeared Michael T. Porter, who is personally known to me and who is the person described in and who executed the foregoing instrument and who acknowledged before me the execution thereof for the uses and purposes therein expressed and stated.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 10th day of April, 2008.


Notary Public
My commission expires: 10/12/09



FILED
08 APR 29 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 CAPITAL PAWN OF OCALA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Marion County, State of Florida, has named Michael T. Porter, located at 2620 SW 17th Road, #700, Ocala, FL 34471, as its agent to accept service of process within Florida.



MICHAEL T. PORTER, President

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 the statutes relative to the proper and complete performance of my duties.



MICHAEL T. PORTER, Registered Agent

Dated this 10th day of April, 2008.