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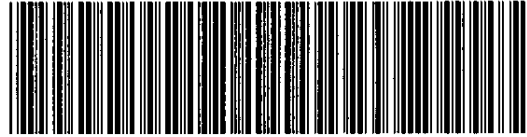
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LAWRENCE JAY DAVIS, P.A.

ATTORNEY AND COUNSELOR AT LAW

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June 21, 2011

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: A Pirate's Pawn, Inc.

Dear Sir or Madam:

The undersigned represents the company referred to above. Please find enclosed an original fully executed Articles of Incorporation, a duplicate copy and a check in the amount of \$70.00 to be applied to the filing fee for this corporation.

Kindly file the Articles and return a "filed copy" using the enclosed prepaid return envelope.

In the event you need additional documentation or information, do not hesitate to call my office. If you have any questions regarding this matter, feel free to contact me.

Sincerely,



Lawrence Jay Davis, Esq.
For the Firm

Enclosures
LJD\ps



Articles of Incorporation

11 JUN 27 AM 10:12

of

A Pirate's Pawn, Inc.

The undersigned incorporator for the purpose of forming a corporation for profit under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

I. NAME

The name of this corporation is "A Pirate's Pawn, Inc."

II. TERM

This corporation shall commence in existence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

III. PURPOSE

The general purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares that this corporation is authorize to issue is one thousand (1,000) shares of no par value stock.

The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor, or service, which in the judgment of the Board of Directors, shall be of equivalent valuation to the value of the stock to be issued.

V. INITIAL CAPITALIZATION

The amount of capital with which this corporation shall begin business is at least \$500.00

VI. PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The initial post office address of the principal place of business of this corporation in the State of Florida is: **84 Shoreland Drive, Key Largo, Florida 33037.**

The Initial Registered Agent of the corporation shall be **Arthur R. Fogel whose address is 84 Shoreland Drive, Key Largo, Florida 33037.**

The Board of Directors may, from time to time, move the principal office to any other address within or without the State of Florida, and may open such branch offices as it, from time to time, deems necessary.

VII. CONDUCT OF BUSINESS

A. The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of at least one (1) member. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this corporation until their successors are elected or appointed.

B. The qualifications, time, and place of election, and term of office of each such Directors shall be provided for in the By-Laws of the corporation.

C. The name and post office address of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this corporation, shall hold office and manage the corporation until their successors are elected or appointed and have qualified, is as follows:

**Arthur R. Fogel
84 Shoreland Drive
Key Largo, Florida 33037**

**Donna R. Fogel
84 Shoreland Drive
Key Largo, Florida 33037**

VIII. INCORPORATOR

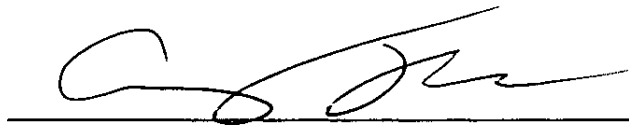
The name and post office address of the Incorporator of these Articles of Incorporation is:

Arthur R. Fogel, 84 Shoreland Drive, Key Largo, Florida 33037

IX. REGISTERED AGENT

Pursuant to 48.091 of the Fla. Statutes, it is submitted that **A Pirate's Pawn, Inc.**, desiring to organize under the laws of the State of Florida, with its principal offices indicated in the Articles of Incorporation at **84 Shoreland Drive, Key Largo, Florida 33037**, has named **Arthur R. Fogel**, whose mailing address is **84 Shoreland Drive, Key Largo, Florida 33037** as its agent to accept service of process within the State.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated herein, I hereby accept the appointment, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Arthur R. Fogel

X. CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the Shareholders of the corporation may be taken without a formal meeting, if consent in writing, setting forth the action, shall be signed by all of the Shareholders entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholder's meeting.

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11 JUN 27 AM 10:12

If all of the Director's consent in writing and writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as if it had been authorized at a meeting of the Board of Directors.

XI. PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series, as that which the Shareholder already holds, shall have the right to purchase a prorata share thereof, as closely as may be done without the issuance of fractional shares, at the price at which it is offered to others.

XII. RESTRICTIONS ON STOCK TRANSFER

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. No Shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation, without first offering such shares for sale at the net asset value thereof to the corporation. Such offer shall be in writing, signed by the Shareholder, sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of forty five (45) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Shareholder(s) shall have the right to dispose of the shares as Shareholder(s) may see fit.

On the death of any Shareholder, the corporation shall have the right to purchase all shares owned by such Shareholder immediately prior to Shareholder's death, on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation.

VERIFICATION OF INCORPORATOR

I, the undersigned, being the original subscriber for the purposes of forming a corporation to do business under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying the facts herein stated are true. Accordingly, I have hereunto set my hand and seal on the day and date written below.



Arthur R. Fogel

ACKNOWLEDGMENT

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11 JUN 27 AM 10:12

State of Florida

County of Broward

The foregoing instrument was acknowledged before me this 17 day of JUNE, 2011, by **Arthur R. Fogel**, who has produced a Florida driver license as identification.



Print Name:

Notary Public State of Florida

My Commission Expires:

My Commission Number Is:



LAWRENCE JAY DAVIS
MY COMMISSION # DD 954782
EXPIRES: May 11, 2014
Bonded Thru Budget Notary Services

(Affix Notarial Seal)