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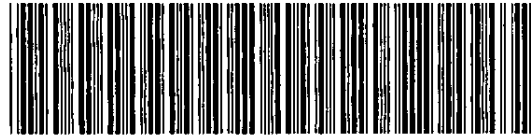
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C. LEWIS

SEP 4 2013

EXAMINER



August 27, 2013

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: First Amendment to the Articles of Incorporation for Quality Jewelry and Pawn, Inc.

Dear Sir/Madam:

Enclosed please find: (A) the original signed first amendment to the articles of incorporation for Quality Jewelry and Pawn, Inc.; and (B) a check in the amount of \$35.00, to cover the filing fee. Please file the first amendment to the articles of incorporation and send notification of same to 220 N. Rosalind Ave., First Floor, Orlando, FL 32801.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Alexander, Jr.', written over a horizontal line.

Edward R. Alexander, Jr.

Enclosures

**FIRST AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
QUALITY JEWELRY AND PAWN, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Quality Jewelry and Pawn, Inc., a Florida corporation (the "**Company**"), by and through its Directors (prior to the issuance of shares of stock), hereby adopts this First Amendment to the Articles of Incorporation of the Company originally filed on January 7, 2013 (the "**Articles of Incorporation**").

1. Pursuant to §§607.0821 and 607.1005, Florida Statutes, on August 19, 2013, the Board of Directors of the Company unanimously adopted and approved this First Amendment to the Articles of Incorporation of the Company.
2. As of the date of this First Amendment the Articles of Incorporation, the Company had not issued any shares of its capital stock and had no shareholders.
3. The following replaces Article VII of the Articles of Incorporation:

Article VII. Directors

Section 1. The number of directors may be either increased or diminished from time to time by the shareholders in accordance with the bylaws of the Corporation, but there shall always be at least one (1) director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefore.

Section 4. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of the Corporation, for any cause deemed sufficient by such shareholders or for no cause.

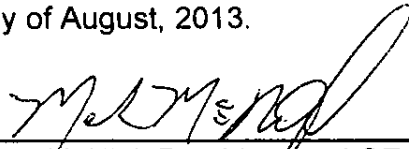
Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

4. The name and street address of the members of the Board of Directors, to hold office until the next annual meeting of the Shareholders of this Corporation or until their individual or collective successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Mark McNiel	12145 Cypress Landing Ave. Clermont, FL 34711

Shawn McNiel	12145 Cypress Landing Ave. Clermont, FL 34711
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IN WITNESS WHEREOF, these Articles of Amendment have been executed this 19 day of August, 2013.



Mark McNiel, President and CEO

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