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CHARLES V. BARRETT

ATTORNEY AT LAW

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December 28, 1994

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: Incorporation of Alafia Pawn, Inc.

Dear Sirs and Mesdames:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent fee	35.00
Total	<u>\$ 70.00</u>
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Please file the original of the enclosed Articles of Incorporation.

Your prompt attention to this matter is appreciated.

Very truly yours,


CHARLES V. BARRETT III

Encls.
CVB:mt
/cp\28

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ALAFIA PAWN, INC.

ARTICLE I - NAME

The name of this corporation is:

ALAFIA PAWN, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing and acknowledgment of these articles.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The street address of the principal office of this corporation is 6601 US Highway 301 South, Riverview, Florida 33569, and the name and address of the initial registered agent of this corporation is Steven Rice at 6601 US Highway 301 South, Riverview, Florida 33569. The above address, 6601 US Highway 301 South,

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TALLAHASSEE, FLORIDA

Riverview, Florida 33569, is the mailing address and the principal address for this corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one. The name(s) and address(es) of the initial board of directors of this corporation are:

STEVEN RICE
6601 US HIGHWAY 301 SOUTH
RIVERVIEW, FLORIDA 33569

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles are:

STEVEN RICE
6601 US HIGHWAY 301 SOUTH
RIVERVIEW, FLORIDA 33569

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28 day of December, 1994. The undersigned hereby states he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

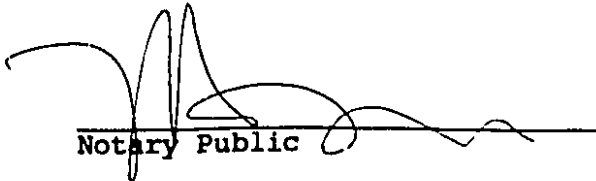

STEVEN RICE
SUBSCRIBER
AND REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared on this day STEVEN RICE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed these Articles of Incorporation for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of December, 1994.


Notary Public

My Commission Expires:



MARGARET W. TAYLOR
MY COMMISSION # CC 210640 EXPIRES
July 18, 1996
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA