

GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.

ATTORNEYS AT LAW

MORTON A. GOLDBERG
RAY GOLDSTEIN
STEPHEN W. BUCKLEY
HARVEY B. GOLDBERG
JOHN B. CECIMAN*
J. JEFFREY RICE*
MARK A. STERNBERG*
DAVID R. LUNN*
DONNA L. SCHNORR
MARK P. SMITH
RICHARD L. PURTZ
MARTIN G. ARNOWITZ*

1515 Broadway
P.O. Box 2366
Fort Myers, Florida 33902-2366
(941) 334-1146

GEORGE J. MITAR
STEVEN P. KUSHNER
MICHAEL J. OCCARONE
TERRY S. NELSON*
WILLIAM L. WELKER
JAY COOPER*
JONATHAN D. CONANT
RAYMOND LLE RACILA
LUIS E. INSIGNARES
DUDLEY BURTON-OF COUNSEL

August 25, 1991

*BOARD CERTIFIED CIVIL TRIAL
FAX (941) 334-3039

P95000046353

EFFECTIVE DATE

Secretary of State
Corporate Records Bureau
209 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

700001510907
-06/12/95--01042--018
***122.50 ***122.50

6-6-95

RE: Merchant's Pawn, Incorporated

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for Merchant's Pawn, Incorporated. Please approve and file the original and certify the copy for us.

We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent File Fee	\$ 35.00
TOTAL	\$122.50

Thank you for your cooperation and assistance in connection with this matter. Should you have any questions or comments in this regard, please do not hesitate to contact me.

Very Truly Yours,

GOLDBERG, GOLDSTEIN & BUCKLEY

By *[Signature]*
JONATHAN D. CONANT, ESQUIRE

JDC/sms
Enclosure

D. BROWN JUN 15 1995

OTHER OFFICES

CAPE CORAL
(941) 574-5575

PORT CHARLOTTE
(941) 624-2393

NAPLES
(941) 262-4888

SOUTH FORT MYERS
(941) 433-6777

LEHIGH ACRES
(941) 368-6101

BONITA SPRINGS
(941) 495-0003

EFFECTIVE DATE
6-6-95

FILED
95 JUN 12 AM 9:05
CLERK OF COURT
FLORIDA

ARTICLES OF INCORPORATION
OF
MERCHANT'S PAWN, INCORPORATED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is MERCHANT'S PAWN, INCORPORATED.

ARTICLE II - DURATION

The existence of this corporation is to being at the time of subscription and acknowledgement of incorporation and to continue perpetually thereafter.

ARTICLE III - PURPOSE

The corporation is organized for the primary purpose of engaging in the business of the operation of a pawn shop. In addition, this corporation may engage in every phase of any and all activities or businesses permitted by laws of the United States and of the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered,

case, property of any form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - ADDRESS

The street address of the initial principal and registered office of the corporation in the State of Florida is 560 Pine Island Road, North Fort Myers, Florida. ^{/33903} The name of the initial registered agent of this corporation at that address is Michael H. Cunningham. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI - DIRECTORS

The corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws. The name and street address of the sole member of the Board of Directors is:

Michael H. Cunningham
560 Pine Island Road
North Fort Myers, Florida 33903

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as directors or officers, to restrict the transfer of stock by shareholders, to indemnify directors, officers, employees, agents, and any other persons against

liabilities to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with by-laws that may be adopted by the shareholders.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael H. Cunningham. The Subscriber of these Articles of Incorporation hereby assigns to this corporation his rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights he may have as subscriber to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - CONTRACTS AND OTHER TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any directors or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of

this corporation with any person or persons, firm or other corporation shall be affected or invalidated by the fact that any director or directors, or officer or officers, of this corporation is a party or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or person, firm or other corporation.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted and subject to this reservation. Each amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal this 6th day of June, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Michael H. Cunningham
Michael H. Cunningham, Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent of said corporation.

Michael H. Cunningham
Michael H. Cunningham,
Registered Agent

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Michael H. Cunningham, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 8th day of June, 1995.

Susan M. Smith
NOTARY PUBLIC

My Commission Expires: 4-15-96

