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Robert U. Wolfe, Esq.

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(305) 448-6493 Fax 448-6377

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August 15, 1995

SEP 15 1995
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***120.00 ***120.00

Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 32314

RE: BUY, SELL, PAWN, JEWELRY, INC.

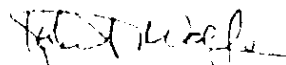
Ladies and Gentlemen:

Enclosed herewith please find the original and one copy of the above captioned Articles of Incorporation, together with my check in the sum of \$120.00 representing:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	50.00

Please forward a copy of the Articles of Incorporation to my office at your earliest convenience.

Very truly yours,


Robert U. Wolfe

RVW/edw

Enclosures

00789, 00287, 00501, 00671

W95-16819

SN

8/21/95

FILED
05 SEP 1995
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1995

ROBERT V. WOLFE
506 BILTMORE WAY
CORAL GABLES, FL 33134

SUBJECT: BUY, SELL, PAWN, JEWELRY, INC.
Ref. Number: W95000016819

We have received your document for BUY, SELL, PAWN, JEWELRY, INC. and your check(s) totaling \$120.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

The money in your account is insufficient to cover the cost of filing this document. The account balance is \$120.00 and a total of \$122.50 is needed. Please send an additional amount of \$2.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6032.

Sandy Ng
Document Specialist

Letter Number: 595A00039077

ARTICLES OF INCORPORATION
OF
BUY, SELL, PAWN, JEWELRY, INC.

FILED
SEP -1 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is BUY, SELL, PAWN, JEWELRY, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. Subject to limitations provided by law, to act as an agent or broker in connection with the purchase or sale of real or personal property of whatsoever kind, and to apply for and obtain any and all governmental permits in connection therewith.

ARTICLE IV. LOCATION

To carry out all or any part of the foregoing objects and powers and to conduct its business in all its branches in the State of Florida and in any or all other states, territories, districts, colonies and dependencies of the United States of America and in any or all foreign countries and to have one or more offices outside the state of Florida; provided that this corporation

shall not carry out any object, or exercise any power, or conduct any business, in any jurisdiction outside the state of Florida, except to the extent permitted by the laws of such jurisdiction. The principal office, mailing address and place of business is 5281 Thoroughbred Lane, Ft. Lauderdale, Florida, 33330.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE VI. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5281 Thoroughbred Lane, Ft. Lauderdale, Florida, 33330, and the name of the initial registered agent of this corporation at that address is JOSEPH W. GEORGE.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws. The name and address of the initial officer and Board of Directors of this corporation are:

JOSEPH. GEORGE, Director, President, Sec./Treas.
5281 Thoroughbred Lane, Ft. Lauderdale, Fl., 33330

ARTICLE IX. INCORPORATOR

The name and address of the incorporator signing these articles is: Joseph W. George, 5281 Thoroughbred Lane, Ft. Lauderdale, Florida, 33330

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. 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 Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: August 15, 1995.


JOSEPH W. GEORGE

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOSEPH W. GEORGE to be and known by me to be the person and executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 14th day of August, 1995.



ELLEN D. WALKER
My Commission CC436923
Expires Feb. 18, 1999
Bonded by NFNU
800-224-6388

Ellen D. Walker
ELLEN D. WALKER
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

First, that JOSEPH W. GEORGE desired to organize or qualify under the laws of the State of Florida, and has named JOSEPH W. GEORGE, 5281 Thoroughbred Lane, Ft. Lauderdale, Florida, 33330, as its agent to accept service of process within Florida.

DATED: August 15, 1995.


JOSEPH W. GEORGE

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: August 15, 1995.


JOSEPH W. GEORGE

FILED
95 SEP -1 PM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA