

P96 000001116

Brick City Pawn, Inc.
19 SW 1st Ave.
Ocala, FL 34474

January 19, 1996

State of Florida
Department of State
Corporate Division
The Capitol
Tallahassee FL 32301

000001686910
-01/24/96--01069--004
****122.50 ****122.50

Re: BRICK CITY PAWN, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing a check in the amount of \$122.50.

\$ 35.00 Filing Fee
35.00 Certificate designation registered agent
52.50 Certified copy
\$ 122.50 Total

Kindly give this matter your attention.

Very truly yours,

BRICK CITY PAWN, INC.

Roger E. Foley
Roger E Foley
President

FILED
96 FEB -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-2117

TAL FEB - 5 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1996

ROGER E. FOLEY
19 SW 1ST AVE.
OCALA, FL 34474

SUBJECT: BRICK CITY PAWN, INC.
Ref. Number: W96000002117

We have received your document for BRICK CITY PAWN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 396A00003704

1-31-96

ENCLOSED PLEASE FIND CORRECTED ARTICLES. THANK YOU.

ROGER E. FOLEY
Roger E. Foley

ARTICLES OF INCORPORATION
OF
BRICK CITY PAWN, INC.

FILED
96 FEB -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BRICK CITY PAWN, INC. with a principal office and mailing address of 19 SW 1ST AVE, OCALA, FL 34474.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - AUTHORITY OF DIRECTORS

The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles of Incorporation (articles), shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE V - CAPITAL STOCK

V-1 STOCK CERTIFICATES. Certificates of stock shall be signed by the President or the Vice President, jointly with the Secretary, and the seal of the corporation shall be impressed thereon.

V-2 NUMBER OF AUTHORIZED SHARES. There must be one class of stock:

The aggregate number of shares that the corporation shall have the authority to issue is 100,000, with \$1.00 par value. The stockholders will have full voting power.

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-rate 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 address of the initial register office of this corporation is 19 SW 1ST AVE, OCALA, FL and the name of the initial registered agent at such address is ~~1010 SE 7TH ST, OCALA, FL~~ ROGER E. FOLEY.

R.E.F.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than seven. The name and address of the initial Board of Directors is:

NAME
ROGER E FOLEY

ADDRESS
1020 SE 28TH ST.
OCALA FL 34471

VIRGINIA W FOLEY

1020 SE 28TH ST.
OCALA FL 34471

ARTICLE X - INCORPORATORS

The names and addresses of the Incorporators signing these articles are:

NAME
ROGER E FOLEY

ADDRESS
1020 SE 28TH ST.
OCALA FL 34471

VIRGINIA W FOLEY

1020 SE 28TH ST.
OCALA FL 34471

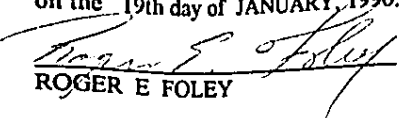
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 19th day of JANUARY, 1996.

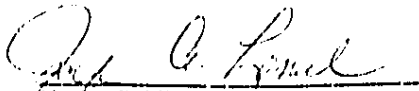

ROGER E FOLEY


VIRGINIA W FOLEY

STATE OF FLORIDA, COUNTY OF MARION

Before me, a Notary Public, personally appeared ROGER E FOLEY and VIRGINIA W FOLEY, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said Articles of Incorporation for the purpose therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 12th day of January, 1996.



Notary Public
State of Florida
My commission expires:



JOYCE A. LEMCA
MY COMMISSION # CG-398502 EXPIRES
August 30, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
96 FEB -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

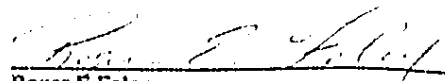
CERTIFICATE OF REGISTERED AGENT

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 617.023 Florida Statutes, the following is submitted:

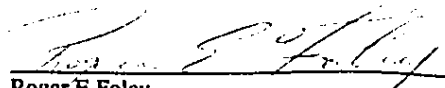
FIRST, that BRICK CITY PAWN, INC., a Florida corporation desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 19 SW 1ST AVE, Ocala, Marion County, Florida has named ROGER E FOLEY with his place of residence at 1020 SE 28TH STREET, OCALA, FLORIDA, as its agent to accept service of process within Florida.

Dated: JANUARY 19, 1996



Roger E Foley
President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, 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.



Roger E Foley
Registrar Agent