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REQUEST

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ARTICLES OF INCORPORATION

of AMERIPAWN, INC. 96 APR 11 PH 12: 27 SECKLIARY OF STATE TALLAHASSEE, FLORIDA

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

The name of the corporation is:

AMERIPAWN. INC.

ARTICLE II - DURATION
This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE
The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK
The corporation is authorized to issue FIVE HUNDRED shares (500) of One Dollar (\$1.00) par value Common Stock, which will be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT
The principal office, if known, or the mailing address of the corporation is:
NAME: AMERIPAWN, INC.
ADDRESS: 3030 CENTRAL AVENUE
CITY: ST. PETERSBURG STATE: FLORIDA ZIP: 33712

The name and street address of the Initial Registered Agent of this Corporation is:
NAME: GREG SHEARER

ADDRESS: 3030 CENTRAL AVENUE

CITY: ST. PETERSBURG STATE: FLORIDA ZIP: 33712

ARTICLE VI - INITIAL BOARD OF DIRECTORS
This corporation shall have ONE (1) director initially.
The number may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).
The names and addresses of the initial director(s) of the corporation are as follows:
NAME: GREG SHEARER

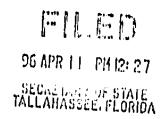
ADDRESS: 3030 CENTRAL AVENUE CITY: ST. PETERSBURG STATE: FLORIDA

CITY: ST. PETERSBURG STATE: FLORIDA ZIP: 33712

NAME: ADDRESS: CITY:

NAME: ADDRESS: CITY:

ARTICLE VII - INCORPORATORS The names and addresses of the incorporators signing these Articles of Incorporation are as follows: NAME: GREG SHEARER ADDRESS: 3030 CENTRAL AVENUE CITY: ST. PETERSBURG STATE: FLORIDA ZIP: 33712
NAME: ADDRESS: CITY;
NAME: ADDRESS: CITY:
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this4TH
(Seal)
(Seal)
STATE OF FLORIDA SS COUNTY OF PINELLAS before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared
GREG SHEARER
known to me to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that executed these Articles of Incorporation.
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this aTH day of APRIL, 1996.
(Notary Seal) (Notary Public, State of Florida at Large)
WAYNE O. SMITH Notary Public, State of Florida My Comm. expires Apr. 26, 1999 No. CC 455056 Booted Thru Official Motors 1-(800) 723-0121



CERTIFICATE OF ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

AMERIPAWN, INC.

Pursuant of Florida Statutes Sections 48.0091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3030 CENTRAL AVE, ST. PETERSBURG,FL 33712 has named Greg Shearer located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGUENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(Registered Agent)