

P96000045070

May 8, 1996

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

400001032504
05/21/96--01107--014
*****70.00 *****70.00

Re: Incorporation - Ocean Pawn, Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for Ocean Pawn, Inc., to be filed with your office. I am enclosing my check in the amount of \$70.00 representing the filing fee for the enclosed articles. I ask that you file these articles with your office and return a copy of same back to this office along with your certificate of filing.

Should you have any questions regarding this matter or otherwise, please feel free to contact me.

Sincerely,

Timothy Usher

Enclosures
As Stated

FILED
96 MAY 20 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5/28/96
TB

ARTICLES OF INCORPORATION

OF

OCEAN PAWN, INC.

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.

FILED
36 MAY 20 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is OCEAN PAWN, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is pawn broker.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever;

To make gifts of its property or cash, either to charitable

organizations or otherwise, when deemed in the interest of the corporation;

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees, directors, and to grant such stock options to officers, employees, directors, or others as the board of directors may deem to be in the interest of the corporation;

To have and exercise all of the powers now or hereinafter conferred upon corporations by the statutes and laws of the State of Florida; and to transact any and all lawful business.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers of purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of stock shares of \$1.00 value par value common stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin is \$100.00.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is 2260 Atlantic Boulevard, Jacksonville, Florida 32207.

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the

First Board of Directors of this corporation are:

Timothy David Usher
1920 Dalamon Street
Jacksonville, Florida 32211

ARTICLE IX. SUBSCRIBER AND INCORPORATOR

The name and post office address of the subscriber of these articles of incorporation are: Kenneth Lovett, 6323 Pine Cove Lane, Jacksonville, Florida 32211. The incorporator is specifically authorized by these Articles to designate the initial registered office and agent.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1920 Dalamon Street, Jacksonville, Florida 32211, and the name of the initial registered agent of this corporation at that address is Timothy David Usher.

ARTICLE XI. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any persons eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer, or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer, or encumbrances of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or

directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of the Directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law or statutory law applicable thereto.

ARTICLE XII. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to be in the interest of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XIII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by fifty-one percent of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 16th day of May, 19 96.

Kenneth Lovett
KENNETH LOVETT

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared KENNETH LOVETT, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Said subscriber having provided his Florida Driver's License, as proof of identification.

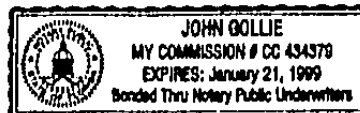
WITNESS my hand and official seal in the County and State named above this 16th day of May, 1996.

FLDLH
L 130505542540

John Gollie
Notary Signature

Print Notary Name

My Commission Expires:



**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**

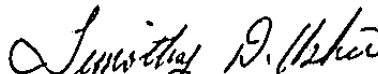
In Compliance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

FIRST that OCEAN PAWN, INC., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at 2260 Atlantic Boulevard, Jacksonville, Florida 32207,
designates TIMOTHY DAVID USHER, 1920 Dalamon Street, Jacksonville,
Florida 32211 as its agent to accept service of process within
Florida.

Dated this 16 day of May, 1996.


TIMOTHY DAVID USHER
Incorporator

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.


TIMOTHY DAVID USHER
Registered Agent

FILED
96 MAY 20 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA