

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

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Profit

1.) Homeboy Pawn Shop Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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D. BROWN SEP 4 1996

ARTICLES OF INCORPORATION

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HOMEBY PAWN SHOP INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

BUSINESS ADDRESS: 15158 NE 6 AVE.
MIAMI, FL 33162

MAILING ADDRESS: 19101 MYSTIC POINTE DR APT 1111
AVENTURA FL 33180.
C/O ARIE DANA.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Eric Glazer, Esq.
20801 Biscayne Blvd.
Aventura, Florida 33180
Fourth Floor.

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

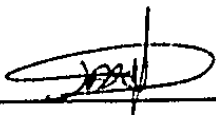
ARIE DANA PRESIDENT 50% SHARES

YEHOSHUA WEINER VICE PRESIDENT 50% SHARES

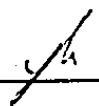
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29 day of AUGUST, 19 96.

(An additional article must be added if an effective date is requested.)



President
Signature

WEINER 

VICE PRESIDENT
Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Homeboy Pawn Shop, Inc.

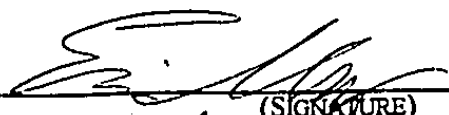
2. The name and address of the registered agent and office is:

Eric Glazer, Esq.
(NAME)

20801 Biscayne Blvd.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Aventura, Florida 33180
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

8/29/96
(DATE)

WETTER
VICE PRESIDENT.