

12/20/96

FLORIDA DIVISION OF CORPORATIONS  
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**P96000102552**

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HOLLAND & KNIGHT OF MIAMI  
CONTACT: STEVEN H HAGEN  
PHONE: (305)374-8500

ACCT#: 072203000603

FAX #: (305)789-7799

NAME: MACPAWN, INC.

AUDIT NUMBER.....H96000017845

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
CORPORATION  
TALLAHASSEE, FLORIDA

*12-20-96*  
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FAX AUDIT NO.: H96000017845

Articles of Incorporation

Of

MacPawn, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of MacPawn, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is MacPawn, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**THIS INSTRUMENT WAS PREPARED BY:**

Ronald Albert, Jr., Esq.  
Fla. Bar No.: 0773999  
Holland & Knight  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
tel: (305) 374-8500  
fax: (305) 789-7799

FAX AUDIT NO.: H96000017845

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having a par value of \$.01 per share.

No shareholder of the corporation shall have any preemptive or other right to acquire additional shares (whether unissued or treasury) of the corporation, whether now or hereafter authorized, or any securities convertible into, exchangeable for or carrying any right to acquire any shares of any class of the corporation, except for such right as may be explicitly provided by contract.

No shareholder have the right to cumulate votes at any election for directors of the corporation of for any other purpose.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Ronald Albert, Jr., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**FAX AUDIT NO.: H96000017845**

**ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 19th day of December, 1996.

  
\_\_\_\_\_  
Ronald Albert, Jr., Incorporator

MIA3-655740

FAX AUDIT NO.: H96000017845

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.021, Florida Statutes, the following is submitted:


That MacPaw, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accept, the obligations of that position.

Dated this 19th day of December, 1996.

**INTRASTATE REGISTERED AGENT CORPORATION**

By:   
Steven H. Hagen  
Vice President

MIA3-455740

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TALLAHASSEE, FLORIDA

12/27/96

P96000102552

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000018089 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: HOLLAND & KNIGHT OF MIAMI  
CONTACT: STEVEN H HAGEN  
PHONE: (305) 374-8500

ACCT#: 072203000603

FAX #: (305) 789-7799

NAME: MACPAWN, INC.

AUDIT NUMBER.....H96000018089

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Kim Lucas*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 30, 1996

MACPAWN, INC.  
701 BRICKELL AVE. STE 3000  
MIAMI, FL 33131

SUBJECT: MACPAWN, INC.  
REF: P96000102552

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Since the amendment was adopted without shareholder action, it should contain the date of adoption and a statement that it was adopted by the incorporator OR by the board of directors. If it was adopted by the incorporator, it must be signed by the incorporator and by a director if adopted by the Board of Directors.

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) 487-6908.

Steven Harris  
Corporate Specialist

FAX Aud. #: H96000018089  
Letter Number: 496A00057585

FAX AUDIT NO.: H96000018089

Articles of Amendment to

Articles of Incorporation of MacPawm, Inc.

Pursuant to the provisions of § 607.1005 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is MacPawm, Inc. (the "Corporation").
2. The Corporation has not yet issued shares, and shareholder action was not required to approve these Articles of Amendment. These Articles of Amendment were adopted by the undersigned, the sole incorporator of the Corporation, as of the date set forth below.
3. The Articles of Incorporation of the Corporation are hereby amended to add Article X which shall read as follows:

**ARTICLE X. RIGHT OF FIRST REFUSAL**

1. Prohibited Transfers. A shareholder may not sell, assign, transfer, donate, pledge, encumber, hypothecate, or in any manner dispose of any of the shares of the common stock of the Corporation (the "Common Stock") now owned or hereafter acquired by him or her, except in accordance with this Article X. All shares of Common Stock owned or held by a shareholder, whether owned or held at the date hereof or hereafter acquired, shall be subject to the terms of this Article X and shall be represented by a certificate(s) bearing the legend set forth below.

2. Transfers and Other Events.

(a) Transfers and Events. If any of the shares of Common Stock of a shareholder is involuntarily encumbered or transferred by judicial process or otherwise (except by reason of the death of a shareholder), such shareholder shall give notice to the Corporation of the event causing the proposed encumbrance or transfer, the number of shares involved, and all other terms of the proposed encumbrance or transfer. If a shareholder dies, then the estate of the deceased shareholder shall give notice to the Corporation of the death of such shareholder. Upon the giving of such notice (or the event, if such notice is not given), the Corporation shall have the right and option (but

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FAX AUDIT NO.: H96000018089

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 PALM BEACH, FLORIDA

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not the obligation) to purchase all (but not less than all) of the shares of Common Stock held by such shareholder immediately prior to such event in the manner specified in paragraph (b) of this Section 2.

(b) *Rights and Options to Purchase.* Upon the occurrence of one of the transfers or events specified in paragraph (a) of this Section 2, the shares specified in such paragraph shall be deemed to be offered to the Corporation. The Corporation shall have 30 days (after which the right and option to purchase will expire) to notify the holder of such shares whether it intends to purchase the shares it has the right and option to purchase.

(c) *Purchase Price.* The purchase price per share for any of the shares sold to the Corporation pursuant to Section 2(b) shall be mutually agreed upon by the Corporation and the selling holder of such shares. If the purchase price cannot be agreed upon, the Corporation and the selling holder of the shares shall select an appraiser to determine the purchase price. The appraiser's fees shall be paid 50% by the Corporation and 50% by the selling holder of the shares. The purchase price shall be payable (i) in cash, (ii) at the discretion of the Corporation, as follows: 25% in cash, and 75% by a promissory note, executed by the Corporation, payable in equal annual installments over a three-year period, and bearing interest at 9% per annum, or (iii) such other consideration as the Corporation and the transferring shareholder (or his legal representative) agree to in writing at the time of transfer.

3. Right of First Refusal.

(a) *Notices.* If a shareholder desires to voluntarily transfer (other than by a Permitted Transfer as defined in Section 3(e) below or by transfers described in Section 2 hereof) all or part of his Common Stock, he shall give notice to the Corporation stating the proposed transferee, the proposed price per share and number of shares of Common Stock to be transferred, and all other terms of the proposed transfer (the "Offer Notice"). Upon the giving of the Offer Notice, the Corporation shall have the right and option (but not the obligation) to purchase all (but not less than all) of such shares in the manner specified in this Section 3.

(b) *Rights and Options to Purchase.* If a shareholder is required to give the Offer Notice pursuant to paragraph (a) of this Section 3, the shares covered by the Offer Notice shall be deemed to be offered to the Corporation. The Corporation shall have 30 days after receipt of the Offer Notice (after which the right and option to

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fax: (305) 789-7799

FAX AUDIT NO.: H96000018089

purchase will expire) to notify the transferring shareholder whether it intends to purchase all (but not less than all) of the shares it has the right and option to purchase. If the Corporation does not notify the transferring shareholder of its intention to purchase all of the offered shares within such 30-day period, then the offered shares may be transferred by the transferring shareholder subject to paragraph (d) of this Section 3.

(c) *Purchase Price.* If the proposed transfer pursuant to paragraph (a) of this Section 3 is a non-collusive, bona fide transfer, the sale of the shares offered to the Corporation pursuant to this Section 3 shall be made on the same terms and conditions as set forth in the Offer Notice; provided, that if the purchase price set forth in the Offer Notice is services, property other than money or installment obligations requiring the payment of money, the Corporation's Board of Directors shall make a good-faith determination of the then-current fair market value of such services, property or obligations, and the value so determined shall be the purchase price for the shares purchased pursuant to this Section 3.

The price per share shall be equal to the value of the total consideration for the shares offered divided by the number of shares offered. If the proposed transfer is not a bona fide transfer, such transfer shall not be made.

(d) *Transfer Period.* If the Corporation does not elect to purchase the offered shares under this Section 3, the transferring shareholder may transfer such offered shares only (i) to the purchaser specified in the Offer Notice on terms no less favorable to such purchaser as set forth in the Offer Notice, (ii) if such transfer is completed within 45 days after the date on which the Corporation's rights and options to purchase such shares expire; and (iii) such purchaser agrees in writing to be bound by this Article X and become a shareholder with respect to the shares so transferred. If such shares are not so transferred within such 45-day period, such shares shall be fully subject to the restrictions imposed by, and other provisions of, this Article X.

(e) *Permitted Transfers.* Any shareholder may make a transfer (a "Permitted Transfer") of shares if (i) the Corporation gives its prior written consent to such transfer, and (ii) the person or entity receiving the shares agrees in writing to be bound by this Article X and become a shareholder with respect to the shares so transferred.

4. *Pledge.* If a shareholder desires to voluntarily pledge, hypothecate, or encumber any of his shares as collateral for a loan or for any other obligation or purpose, he

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FAX AUDIT NO.: H96000018089

may do so only if the pledge, hypothecation, or encumbrance of such shares is made expressly subject to the provisions of this Article X and the pledgee of such shares executes and delivers to the Corporation a written agreement to the effect that:

(a) such pledgee is bound, and any transferee of such pledgee will be bound, by this Article X as to such shares to the same extent as the pledging shareholder;

(b) such shares are subject to all of the restrictions and to all of the rights of the Corporation as set forth in this Article X; and

(c) such pledgee will promptly notify the Corporation of any default by the pledging shareholder in his obligations to such pledgee and give the Corporation at least 10 days' notice before any foreclosure of such pledgee's security interest in such shares or any part thereof and of such pledgee's intent to retain such shares or any part thereof in satisfaction of his rights as pledgee of such shares or any part thereof.

5. Closings.

(a) *Closing Date.* The closing of the sale and purchase of any of the shares pursuant to Section 2 or Section 3 of this Article X shall take place at the principal offices of the Corporation at 10 a.m. on the Closing Date, or on such date and at such place and time as is mutually agreed upon by the Corporation and the selling holder of shares. The "Closing Date" shall be on or before the 10th day after the Corporation gives notice of its intention to purchase shares under Sections 2(b) or 3(b) above.

(b) *Deliveries at Closing.* On the Closing Date, the selling holder of shares (or his legal representative) shall deliver to the Corporation the certificate or certificates representing the shares to be sold, duly endorsed, free and clear of any liens, claims, or encumbrances, against payment for the shares to be sold and purchased as required by this Article X.

6. Overriding Restriction on Issuance and Transfer. The Corporation has elected to be taxed as an "s" corporation. Therefore, for so long as such election remains in effect, or unless the Corporation gives its prior written consent to any such transfer, then notwithstanding anything to the contrary contained in this Article X, in no case shall any issuance or transfer of any shares of Common Stock be given effect if, as a result of any such issuance or transfer, the Corporation would no longer qualify to be taxed as a "s" corporation.

**THIS INSTRUMENT WAS PREPARED BY:**

Ronald Albert, Jr., Esq.  
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Any issuance or transfer of shares of Common Stock in violation of this Section 6, or in violation of any other provision of this Article X, shall be null and void.

7. Legend. Upon the execution of this Article, certificates representing the shares owned by each shareholder shall bear the following legend:

"THE SECURITIES EVIDENCED HEREBY MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED, ASSIGNED, PLEDGED OR OTHERWISE DISPOSED OF EXCEPT IN COMPLIANCE WITH THE PROVISIONS OF THE ARTICLES OF INCORPORATION, AS AMENDED, COPIES OF WHICH ARE AVAILABLE FOR INSPECTION AT THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The amendments set forth herein shall be effective as of the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on December 27, 1996.

MacPawd, Inc.



Ronald Albert, Jr.,  
Incorporator

MIA3-456592

THIS INSTRUMENT WAS PREPARED BY:

Ronald Albert, Jr., Esq.

Fla. Bar No.: 0773999

Holland & Knight

701 Brickell Ave., Suite 3000

Miami, Florida 33131

tel: (305) 374-8500

fax: (305) 789-7799

5

FAX AUDIT NO.: H96000018089

# P96000102552

Elaine M. [unclear]  
HOLLAND & KNIGHT

Requestor's Name  
315 SOUTH CALHOUN STREET

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Address  
Tallahassee, Florida 32301

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City/State/Zip      Phone #  
224-7000

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. MacPaw, Inc (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) name
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

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 JUN 21 PM 12:06  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- Walk in     
  Pick up time 4:00     
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 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger
<input type="checkbox"/>	Liability

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<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 JUN 21 PM 12:06

Examiner's Initials	
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

MACPAWN, INC.

FILED  
JUL 21 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1002 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of MACPAWN, INC. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is MACPAWN, INC.

SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

"The name of the Corporation is: PAWN MAX, INC."

THIRD: The foregoing amendment was adopted by written consent of the shareholders and the board of directors of the Corporation, in accordance with Sections 607.1003(6) and 607.0704 of the Florida Statutes, on July 15<sup>th</sup>, 1997, constituting a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 15<sup>th</sup> day of July, 1997.

  
\_\_\_\_\_  
Name: Adrian Polk  
Title: President