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ALSO ADMITTED
*COLORADO
*NEW MEXICO
*MONTANA

January 17, 1997

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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-01/23/97--01036--014
****122.50 ****122.50

Re: ABD Pawn & Jewelry, Inc.
My File No. 96-206

To Whom It May Concern:

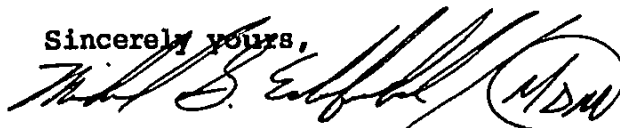
Enclosed herewith please find the following:

- (1) Original Articles of Incorporation in regard to the above-referenced corporation
- (2) Check in the amount of \$122.50 payable to Secretary of State for filing

Please file the enclosed Articles of Incorporation and prove me with a certificate on same.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,



Michael S. Edenfield, Esq.

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ABD PAWN & JEWELRY, INC.**

Article I - Name

The name of this corporation is ABD PAWN & JEWELRY, INC.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Article V - Corporation's Principal Office

The principal office of the corporation shall be 2915 Timber Knoll Drive, Valrico, Florida 33594. The mailing address of the corporation is 2915 Timber Knoll Drive, Valrico, Florida 33594.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2915 Timber Knoll Drive, Valrico, Florida 33594, and the name of the initial registered agent of this corporation at that address is Donald Ferguson.

Article VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Donald Ferguson
2915 Timber Knoll Drive
Valrico, Florida 33594

Barbra Ferguson
2915 Timber Knoll Drive
Valrico, Florida 33594

Article VIII - Incorporator

The name and address of the persons signing these articles is:

Donald Ferguson
2915 Timber Knoll Drive
Valrico, Florida 33594

Barbra Ferguson
2915 Timber Knoll Drive
Valrico, Florida 33594

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Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Preemptive Rights

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

Article XI - Cumulative Voting Rights

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

Article XII - Stockholders' Meeting

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66 2/3% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66% of all shares issued and outstanding.

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

The affirmative vote of 66 2/3% of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

Article XIII - Amendment


This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2nd day of December, 1996.
J. M. M. 7

Witnesses:


Print Name: Peter Carroll


DONALD FERGUSON

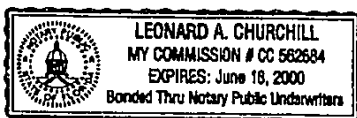

Print Name: GERALD F. ZALESKI


BARBRA FERGUSON

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2ND day of JANUARY, 1998, by DONALD and BARBRA FERGUSON, who are personally known to me or who have produced FLORIDA DRIVERS LICENSE as identification and who did/did not take an oath.



A handwritten signature in cursive script, appearing to read "L. Churchill", written over a horizontal line.

NOTARY PUBLIC - State of Florida

Printed Name of Notary LEONARD CHURCHILL

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THIS IS TO CERTIFY that I, DONALD FERGUSON, do hereby accept the designation as Registered Agent for ABD PAWN & JEWELRY, INC. Further, that the registered office of ABD PAWN & JEWELRY, INC. shall be maintained at 2915 Timber Knoll Drive, Valrico, Florida 33594.

A handwritten signature in cursive script, appearing to read "Donald H. Ferguson", written over a horizontal line.

DONALD FERGUSON

As Registered Agent for
ABD PAWN & JEWELRY, INC.

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