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LAW OFFICES OF  
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March 17, 1997

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

Re: Articles of Incorporation  
Pawn & Jewelry Express, Inc.

800002118058--5  
-03/19/97--01076--017  
\*\*\*\*122.50 \*\*\*\*122.50

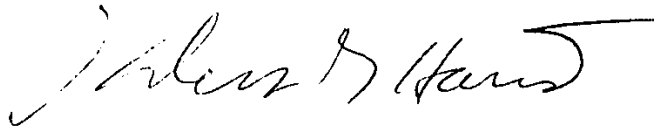
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation of Pawn & Jewelry Express, Inc., to be filed, along with my check in the sum of \$122.50 for filing fees.

Please send me a certified copy of the Articles in the enclosed, self-addressed envelope.

If you have any questions please do not hesitate to contact the undersigned.

Sincerely,



ROBERT G. HARRIS

RGH/gmd  
Enclosure

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WJW 3-25-97

**ARTICLES OF INCORPORATION**

**OF**

**PAWN & JEWELRY EXPRESS, INC.**

**ARTICLE I**

**NAME OF CORPORATION AND CORPORATE ADDRESS**

The name of this corporation is: PAWN & JEWELRY EXPRESS, INC., and the corporate address is: 137 East Hillsboro, Deerfield Beach, Florida 33441.

**ARTICLE II**

**DURATION**

This corporation has perpetual existence unless otherwise specified in these Articles of Incorporation.

**ARTICLE III**

**PURPOSES**

This corporation is organized for the purpose of transacting any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV**

**CAPITAL STOCK**

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

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is: 530 South Federal Highway, Deerfield Beach, Florida 33441, and the Registered Agent at that address is: ROBERT G. HARRIS, ESQ.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one (1) nor more than seven (7). The name(s) and address(es) of the initial Director(s) of this corporation is/are:

**SKIP HERMAN**

137 East Hillsboro  
Deerfield Beach, Florida 33441

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**ARTICLE VII  
INCORPORATION**

The name and address of the person signing these Articles of Incorporation is: **ROBERT G. HARRIS, ESQ.**  
530 South Federal Highway  
Deerfield Beach, Florida 33441

**ARTICLE VIII  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

**ARTICLE IX  
INITIAL ISSUE OF STOCK**

<u>NAME</u>	<u>SHARES</u>
SKIP HERMAN	-500-

**ARTICLE X  
SPECIAL PROVISION**

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

**ARTICLE XI  
APPROVAL OF SHAREHOLDERS FOR MERGER**

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII  
MEETINGS OF CONFERENCE**

Members of the Board of Directors may participate in special meetings by conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person, by each Director.

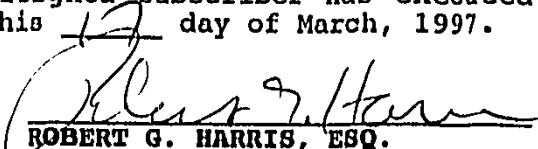
**ARTICLE XIII  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions obtained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV  
INDEMNIFICATION**

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 17 day of March, 1997.

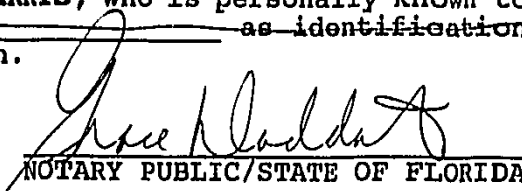
  
ROBERT G. HARRIS, ESQ.  
Subscriber

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 17 day of March, 1997, by ROBERT G. HARRIS, who is personally known to me ~~or who has provided~~ as identification and who did (did not) take an oath.



My Commission Expires:

  
NOTARY PUBLIC/STATE OF FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
ROBERT G. HARRIS, ESQ.

Address:

530 South Federal Highway  
Deerfield Beach, Florida 33441

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