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FLORIDA DIVISION OF CORPORATIONS

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075061003325
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NAME: OCALA COIN & JEWELRY, INC.
AUDIT NUMBER.....H97000007781
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1997

DANIEL HICKS, P.A.

SUBJECT: OCALA COIN & JEWELRY, INC.
REF: W97000011125

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
OCALA COIN & JEWELRY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be: OCALA COIN & JEWELRY, INC.

ARTICLE II

ADDRESS

The address of the principal office of the Corporation is: 2750 East Silver Springs Blvd, Suite 102, Ocala, Florida 34470 and the mailing address of the Corporation is: 2750 East Silver Springs Blvd, Suite 102, Ocala, Florida 34470.

This Corporation shall have perpetual existence.

ARTICLE IV

BUSINESS, OBJECTS OR PURPOSE

The general nature of the business to be transacted by this Corporation or the objects or purposes of the Corporation shall be as follows:

Daniel Hicks, P.A.
2303 S.E. 17th Street, Suite 201, Ocala, FL 34471
Phone No: (352) 351-3353; Fax (352) 351-2284
Florida Bar No: 0145139 (((H97000007781 2)))

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1. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 2303 SE 17th Street, Suite 201, Ocala, Florida 34471 and the name of its initial Registered Agent at that address is Daniel Hicks.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation is:

Michael A. Barbera, President, 2750 East Silver Springs Blvd. Suite 102, Ocala, Florida 34470

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Theresa J. Barbera, Secretary & Treasurer, 2750 East Silver Springs Blvd., Suite 102, Ocala,
Florida 34470

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator is as follows:

Michael A. Barbera, 2750 East Silver Springs Blvd, Suite 102, Ocala, Florida, 34470

Theresa J. Barbera, 2750 East Silver Springs Blvd, Suite 102, Ocala, Florida 34470

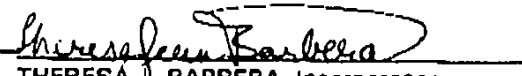
ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 13th day of May, 1997.


MICHAEL A. BARBERA, Incorporator


THERESA J. BARBERA, Incorporator

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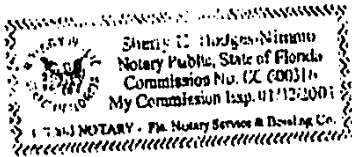
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STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared MICHAEL A. BARBERA and THERESA J. BARBERA Incorporators, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 13th day of May, 1997.

My Commission expires:



Sherrie C. Hedges-Nimmo
Notary Public

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

Daniel Hicks
DANIEL HICKS, ESQUIRE

Date: 5/13/97

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