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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

0003255PIRE CORPORATE KIT COMPANY

ACCT#: 0724

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: F & G TOP GUNS AND PAWN, INC.

AUDIT NUMBER.....H97000012166

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 29, 1997

EMPIRE

SUBJECT: F&G TOP GUNS AND PAWN, INC.
REF: W97000017189

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document SpecialistFAX Aud. #: H97000012166
Letter Number: 297A00038144

H97000012166

ARTICLES OF INCORPORATION
OF

F&G TOP GUNS AND PAWN, INC.

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

ARTICLE I NAME

The name of the corporation shall be: F&G TOP GUNS AND PAWN, INC.

The principal place of business of this corporation shall be:

3501 NW 27th Avenue
Miami, FL 33142

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or 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 III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 with \$5.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ALFONSO CAMPOS
3501 NW 27th Avenue
MIAMI, FLORIDA 33142

Prepared by: ASHLAND ASSURANCE
Miguel E. Turbay
608 NW 57th Avenue
Miami, FL 33126
305-262-4053

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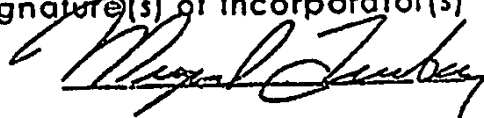
ARTICLE VI INCORPORATOR(S)

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

MIGUEL E. TURBAY
608 NW 57th Avenue
Miami, FL 33126

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24th day of JULY, 1997.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

F&G TOP GUNS AND PAWN, INC.

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

Miguel E. Turbay
 608 NW 57th Avenue

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33126

(CITY/STATE/ZIP)

SIGNATURE

Miguel E. Turbay

TITLE

INCORPORATOR

DATE

7/24/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Miguel E. Turbay

DATE

7/24/97

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