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Office Use Only

CORPORATION NAMZ(S) & DOCUMENT NUMBER(S), (if known):

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| Profit | Amendment |
| NonProfit | Resignation of R.A., Officer/ Director |
| Limited Liability | Change of Registered Agent |
| Domestication | Dissolution/Withdrawal |
| Other | Merger |

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| | Annual Report |
| | Pictitious Name |
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| | Forcign |
| | Limited Partnership |
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Examiner's Initials

ARTICLES OF INCORPORATION

OF

SUPER CASH PAWN, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions for the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit

ARTICLE ONE

The name of the corporation shall be SUPER CASH PAWN, INC hereinafter referred to as the corporation

ARTICLE TWO

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned as fully and to the same extents as natural persons might or could do, viz:

a) To carry on the business of a pawn shop and any allied activities, and enter into or engage in any such business, trade or enterprise that will be considered profitable to the corporation b) To borrow money and contract debts when necessary for the transaction of its business for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness and to secure the same by mortgage or mortgages, or deed or deeds of trust or pledge or lien upon any or all of the property, rights, privileges or franchises of the corporation wheresoever situated, acquired or to be acquired; to sell pledge, or

otherwise dispose of any or all debentures or other bonds, notes or obligations in such manner and upon such terms as the Board of Directors may deam judicious.

- c) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable in this corporation and in conformity with the laws of the State of Florida; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons whether as principals, agents, trustees or otherwise
- d) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and dependencies of the United States of America and in foreign countries, without restriction to place or amount e) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any parts thereof, provided the same is consistent with the laws under which this corporation is organized.

ARTICLE THREE

The amount of capital with which this corporation shall commence business with is FIVE (5) THOUSAND DOLLARS.

ARTICLE FOUR

The principal place of business of the said corporation shall be 7 Acme St. Jacksonville, Fl. 32211 with the privilege of having branch offices at any other place within and without the State

of Florida.

ARTICLE FIVE

The affairs of the corporation shall be conducted by a Board of Directors of not less than two (2) nor more than seven (7) directors who need not be stockholders.

ARTICLE SIX

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen are:

KENNETH W FANNING

Pres, Treas.

5819 Windemere Rd

Jacksonville, Fl. 32211

STANLEY W FANNING

V.Pres, Secty

1473 Winnebago Ave. Jacksonville, Fl 32210

ARTICLE SEVEN

The existence of this corporation shall be perpetual

ARTICLE EIGHT

The registered Agent for the taid corporation shall be STANLEY W. FANNING and said address of Registered Agent shall be 1473 Winnebago Ave , Jacksonville, Fl. 32210

ARTICLE NINE

The total number of shares of capital stock which may be issued by the corporation is Two (2) million shares of 02 cents par value, all of which shall be payable in cash, property, labor or services at a just value to be fixed by the Board of Directors at meeting called for that purpose

ARTICLE TEN

The highest amount of indebtedness to which this corporation shall obligate itself will be Five Million (5,000,000) Dollars.

ARTICLE ELEVEN

Stead and trustee agreements as they may see fit wherein and whereby such stockholders may limit their rights by virtue of such stockholders may limit their rights by virtue of such stockholders and trustee agreements.

IN WITNESS WHEREOF, WE, the undersigned incorporator, have hereunto set my hand and seal this 22nd day of October 1997 for the purpose of forming this corporation under the laws of the State of FLORIDA, and hereby make and file in the office of the Secretary of State of the State of Florida, this certificate of incorporation and to certify that the facts herein stated are true

KENNETH W. FANNING 5819 Windemere Rd. Jacksonville, Fl. 32211

1473 Winnebago Ave Jecksonville, Fl. 32210

STATE OF FLORIDA)
COUNTY OF DUVAL)

Before me this day personally appeared KENNETH W FANNING AND STANLEY W.

FANNING to me known to be the individuals described herein and who executed the foregoing

certificate of incorporation and acknowledged that they executed the same for the purposes therein expressed.

Dated this 22rd day of October, 1997

Notary Profess Commession & Co. 688124 Representation of the Profession of the Resident Profession of

I, STANLEY W FANNING hereby acknowledge my appointment as Registered Agent for SUPER CASH PAWN, INC. and affix my signature to these papers of incorporation

Register Avent

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STATE OF FLORIDA)

COUNTY OF DUVAL)

Before me this 22nd day of October, 1997 personally appeared STANLEY W. FANNING to me known to be the individual described above and who executed the foregoing acknowledgement as Registered Agent for SUPER CASH PAWN, INC

W. D. LANIER, JR.
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