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TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FLORIDA 32399

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-11/17/97--01043--001  
\*\*\*122.50 \*\*\*122.50

**SUBJECT: LANTANA PAWN, INC.**

ENCLOSED PLEASE FIND A COMPLETED ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION AND CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE FOR THE ABOVE NAMED CORPORATION AND A CHECK IN THE AMOUNT OF \$122.50.

FROM:  
KEVIN & TRACY HICKMAN  
1511 LEE COURT  
LAKE WORTH, FLORIDA 33461  
(561) 547-4771

**FILED**  
97 NOV 17 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Dmc  
11-18-97

Articles of Incorporation  
of  
LANTANA PAWN, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the state of Florida.

ARTICLE I - NAME

The name of the corporation is: LANTANA PAWN, INC.

ARTICLE II - ADDRESS

The address of the corporation is: 1511 LEE COURT, LAKE WORTH, FL 33461

ARTICLE III - NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is any business or business activity permitted under the laws of the state of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand shares of common stock with a par value of one dollar per share.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the corporation in the state of Florida is:

John Alvaroe  
3181 S. Military Trail  
Lake Worth, Florida 33463

ARTICLE VII - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time, by by-laws adopted by the shareholders, but shall never have less than one director.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the first members of the board of directors are:

Kevin Hickman                      1511 Lee Court, Lake Worth, Florida 33461  
Tracy Hickman                      1511 Lee Court, Lake Worth, Florida 33461

ARTICLE IX - INCORPORATORS

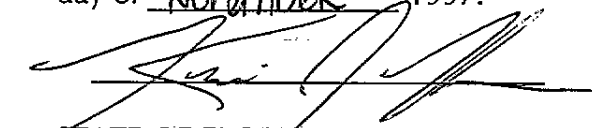
The names and addresses of the incorporators of these articles of incorporation are:

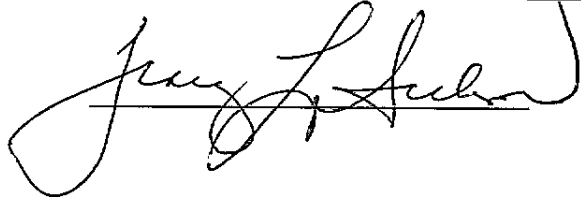
Kevin Hickman                      1511 Lee Court, Lake Worth, Florida 33461  
Tracy Hickman                      1511 Lee Court, Lake Worth, Florida 33461

ARTICLE X - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed to them by the shareholders, and approved by the shareholders at a stockholders meeting by a majority of the stock entitled to vote thereon.

In witness whereof, we have made and subscribed these articles of incorporation this 7th day of November 1997.

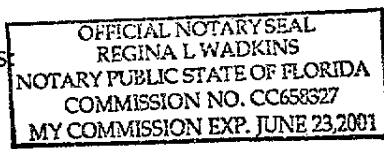
  
STATE OF FLORIDA  
COUNTY OF PALM BEACH

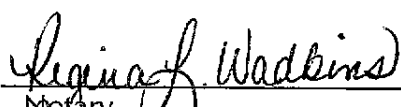


I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared KEVIN J. HICKMAN and TRACY L. HICKMAN, to me known to be the persons described as incorporators in and who executed the foregoing articles of incorporation, acknowledged before me that they subscribed to these articles of incorporation.

Witness my hand and seal in the county and state named above this 7 day of Nov. 1997.

My commission expires



  
Notary  
REGINA L. WADKINS

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

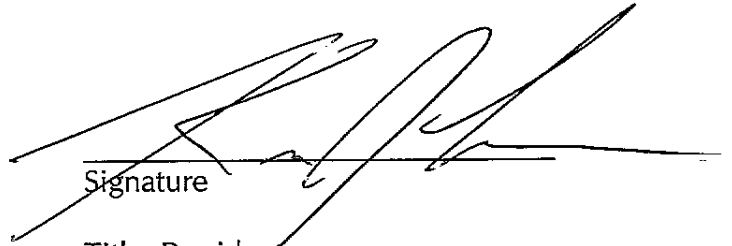
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE NAME OF THE CORPORATION IS:

**LANTANA PAWN, INC.**

THE NAME AND ADDRESS OF THE REGISTERED AGENT/OFFICE IS:

John Alvaroe  
3181 S. Military Trail  
Lake Worth, Florida 33463

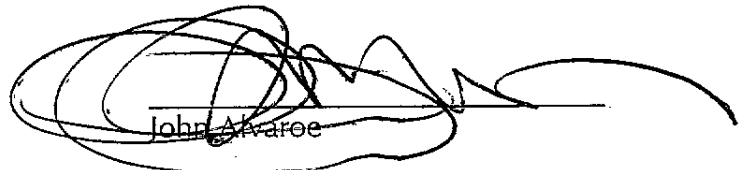


Signature

Title: President

Date: November 7, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT  
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH ALL  
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.



John Alvaroe

Date: November 7, 1997