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REFERENCE: 633551 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: December 12, 1997

ORDER TIME : 1:08 PM

ORDER NO. : 633551-005

CUSTOMER NO:

11626A

CUSTOMER: Ms. Michele C. Dirr

MYERS KRAUSE & STEVENS

Suite 600

5811 Pelican Bay Boulevard

Naples, FL 34108

DOMESTIC FILING

NAME:

PAWNACHE, INC.

EFFECTIVE DATE:

200002371012--0 -12/12/97--01094--001 ****122.50 ****122.50

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

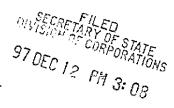
XX CERTIFIED COPY

__ PLAIN STAMPED COPY

__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

PAWNACHE, INC.

The undersigned Incorporator to these articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is PAWNACE, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation is 585 Club Side Drive, #303, Naples, Florida, 34110.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business.

ARTICLE IV- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 585 Club Side Drive, #303, Naples, Florida, 34110, and the name of the initial registered agent of this corporation at that address is MICHELE C. DIRR.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are MICHELE C. DIRR, 585 Club Side Drive, #303, Naples, Florida, 34110.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this <u>II</u> day of <u>December</u>, 1997.

MICHELE C. DIRR

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, a Notary Public, the foregoing instrument was acknowledged this me.

Before me, a Notary Public, the foregoing instrument was acknowledged this personally known to

KAREN A. RETHERFORD
MY COMMISSION # CG 351625
EXPIRES: February 24, 1998
Bonded Thru Notary Public Underwriters

Notary Public State of Florida at Large My Commission Expires:

KAREN A. RETHERFORD

(Printed, typed or stamped commissioned name of Notary Public)



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, PAWNACHE, INC., desiring to be 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 and address of the registered agent and office are:

MICHELE C. DIRR 585 Club Side Drive, #303 Naples, Florida 34110

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 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.

MICHELE C. DIRE Registered Agent

Date: /2/1/97

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