

LAW OFFICE OF
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/30/98-01101--009
****122.50 ****122.50

RE: PAWN EMPORIUM, INC. &
JEWELRY MARKET, INC.

To whom it may concern:

Enclosed please find two (2) Articles of Incorporation for the above-referenced corporations, and an Acceptance by Registered Agent, along with two (2) checks made out in the amount of \$122.50 each.

Please file the articles and return the Certificates to me at the address on the letterhead of this letter. Should you have any questions, please contact me at that same address or the above telephone number.

Sincerely Yours,


Gregory B. Seeley
Attorney for Incorporator

GBS/gh
Enclosures
cc: File, Client

FILED
98 MAR 30 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-4-2-98

ARTICLES OF INCORPORATION
OF
JEWELRY MARKET, INC.

The undersigned incorporator, who is a Florida resident and is able to contract and desiring to form a corporation under Chapters 607 of Florida statutes, adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be Jewelry Market, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is to conduct any legal business.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares with no par value.

ARTICLE V: REGISTERED OFFICE

The initial Registered Office of the corporation is 6217 U.S. Highway 19, New Port Richey 34652.

ARTICLE VI: REGISTERED AGENT

The initial Registered Agent of the corporation is Edward J. Kozuch 6217 U.S. Highway 19, New Port Richey 34652.

ARTICLE VII: INCORPORATORS

The names and addresses of the Incorporator is: Edward J. Kozuch 6217 U.S. Highway 19, New Port Richey 34652.

ARTICLE VIII: DIRECTORS

Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

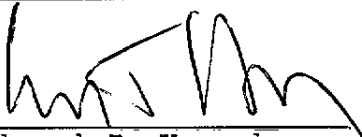
ARTICLE IX: PRINCIPAL OFFICE and PRINCIPAL PLACE OF BUSINESS

The Corporations Principal office shall be 10216 State Road


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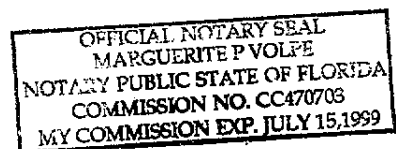
'52 Hudson FL 34669.

3119 IN WITNESS WHEREOF the Incorporator sets his hand on this
date, 1998.


Edward J. Kozuch
Incorporator

Edward J. Kozuch, who has produced a driver's license as
identification, appeared and signed these Articles of Incorporation
on this MARCH 19 date, 1998.


Notary Public
MARGUERITE P. VOLPE



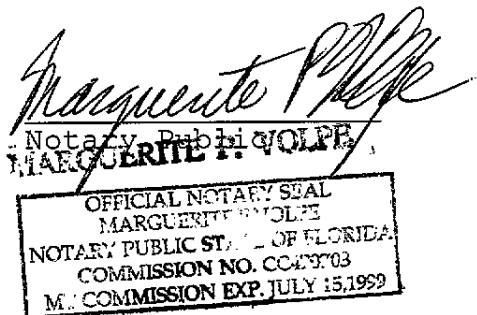
ACCEPTANCE BY REGISTERED AGENT

Edward J. Kozuch, hereby accepts the position of Registered Agent, satisfying Florida Statute Section 607.0501. Further, he understands and accepts the duties of a Registered Agent as provided in Florida Statute Section 607.0505.



Edward J. Kozuch
Registered Agent

Edward J. Kozuch, has produced a driver's license as identification, appeared and signed this Acceptance on this MARCH 19, date 1998.



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