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EDWARD T. CULBERTSON
ATTORNEY AT LAW
4141 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33713
ALSO ADMITTED TO PENNSYLVANIA BAR
AND U. S. COURT OF VETERANS APPEALS
TELEPHONE (813) 327-7526

June 25, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 11:22

SECRETARY OF STATE
The Capitol
Tallahassee, Florida 32304
Attention: Corporation Division

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-06/29/98--01052--010

RE: AFFORDABLE JEWELRY AND PAWN, INC. ****122.50 ****122.50

Dear Sir:

I am enclosing the original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is a check for \$122.50 in payment of the following:

Filing Fee	\$35.00
One (1) Certified Copy	\$52.50
Registration of Registered Agent	\$35.00

Please certify the executed copy of the Articles of Incorporation and return it to me.

Thank you for your attention to this matter.

Very truly yours,

Edward T. Culbertson/as

EDWARD T. CULBERTSON

(SIGNED IN HIS ABSENCE TO
AVOID DELAY IN MAILING)

ETC/as
Enclosures

D. BROWN JUN 30 1998

ARTICLES OF INCORPORATION

OF

AFFORDABLE JEWELRY AND PAWN, INC.

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The undersigned hereby subscribe to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I.

The name of the corporation is AFFORDABLE JEWELRY AND PAWN, INC.

II.

This corporation is organized for the purpose of buying, selling, and merchandising articles of all types; of operating one or more pawn shops, jewelry shops, retail, and wholesale stores; of buying and selling motor vehicles, and for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes, Chapter 607.

III.

This corporation is authorized to issue 2500 shares of \$1.00 par value common stock. The subscription of said stock shall be paid for in lawful money of the United States of America, or in other property, exclusive of stock or securities. In the event that any such property exchanged for stock has no easily certifiable value, such valuation shall be fixed by the Board of Directors at the regular or special meeting called for that purpose. The corporation may increase its capital stock to any amount that may at any time be authorized by law.

IV.

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

V.

The mailing and street address of this corporation's principal office and of its initial registered office is 7164 49th Street, N., Pinellas Park, Florida 33781, and the initial registered agent at that address is John C. Davis.

VI.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation, and the name and address of the person signing these Articles is:

John C. Davis
7164 49th Street North
Pinellas Park, FL 33781

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VII.

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

VIII.

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IX.

Having been named as Registered Agent and to accept service of process for this corporation at the address designated above, 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 25th day of June, 1998.


JOHN C. DAVIS

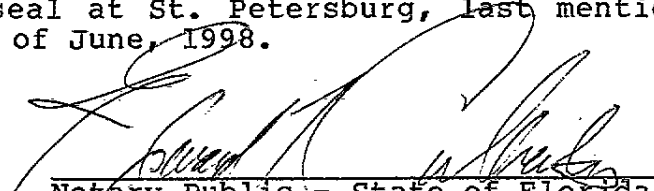
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared JOHN C. DAVIS, to me well known to be the individual described in and who executed the above and foregoing Articles of Incorporation of AFFORDABLE JEWELRY AND PAWN, INC., and he acknowledged before me that he executed the Articles freely and voluntarily for the uses and purposes therein expressed, and he acknowledged before me that he subscribed his signature to the foregoing Articles of Incorporation as accepting the designation as Resident Agent for said corporation, freely and voluntarily.

WITNESS my hand and official seal at St. Petersburg, last mentioned County and State, this 25th day of June, 1998.



EDWARD T. CULBERTSON
My Commission CC408516
Expires Sep. 20, 1998


Notary Public - State of Florida
My Commission expires: