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THOMAS O'DONNELL
WILLIAM G. O'DONNELL, JR.
MARGARET R. MORRISON**
**N.Y. AND N.J. BARS

FILED
01 JAN 17 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
COUNSEL
MASON S. KAPLAN
LEONARD W. TUFT

TELECOPIER (212) 319-3597

January 10, 2001

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100003552601--0
-01/17/01-0110--001
*****35.00 *****35.00

600003552656--9
-01/17/01-0111--001
*****35.00 *****35.00

RE: South Florida Pawn, Inc.

Dear Sir or Madam:

In order to amend the Certificate of Incorporation of the captioned corporation, we enclose the following:

1. Articles of Amendment;
2. Certificate and Acknowledgement of Registered Agent; and
3. Check to your order in the sum of \$35.00.

Please communicate with the undersigned if there is anything further you require.

*Amend
1-22-01
JF*
Sincerely yours,

Jay Fox
Jay Fox

JF:DR
Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED

01 JAN 17 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH FLORIDA PAWN, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article V of the Articles of Incorporation is hereby amended by
deleting such Article in its entirety and substituting a new Article V to read as follows:

"Article V

The principal office and mailing address of the corporation is:

South Florida Pawn, Inc.
Attn: Jose Pedreira
9441 Harding Avenue
Surfside, FL 33154

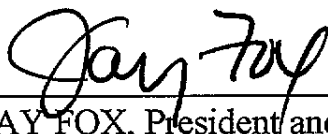
The name and street address of the Registered Agent of the Corporation is:

Jose Pedreira
9441 Harding Avenue
Surfside, FL 33154."

SECOND: The date of the amendment's adoption: December 20, 2000.

THIRD: Adoption of Amendment. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 20th day of December, 2000.



JAY FOX, President and Sole
Shareholder

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Registered Agent

of

SOUTH FLORIDA PAWN, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 9441 Harding Avenue, Surfside, Florida 33154, has named Jose Pedreira, located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Law in keeping open said office.


JOSE PEDREIRA
Registered Agent