



ACCOUNT NO. : 072100000032

REFERENCE : 934219 82278A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 20, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 934219-005

CUSTOMER NO: 82278A

CUSTOMER: Ms. Cindy Kindig
MULLEN & BIZZARRO, P.A.

Penthouse C
2929 East Commercial Blvd.
Ft. Lauderdale, FL 33308

700002620777--2
-08/20/98--01028--008
****122.50 ****122.50

DOMESTIC FILING

NAME: NATIONS HOLDINGS GROUP, INC.

EFFECTIVE DATE:

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: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 12:47

RECEIVED
98 AUG 20 AM 10:41
DIVISION OF CORPORATION

8/20/98

ARTICLES OF INCORPORATION
OF
NATIONS HOLDINGS GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 12:47

ARTICLE I - NAME

The name of this corporation is NATIONS HOLDINGS GROUP, INC., with, its principal office and address being located at 1000 W. Oakland Park Boulevard, Fort Lauderdale, Florida 33311.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business specifically for the purpose of consulting and design.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is c/o Nations Pawn And Jewelry of Florida, Inc., 1000 W. Oakland Park Blvd., Ft. Lauderdale, FL 33311 and the name of the initial registered agent of this corporation at that address is Robert M. Schoenthal.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and addresses of the initial President/Secretary/Director is: Robert M. Schoenthal, 5731 N.E. 17th Terrace, Fort Lauderdale, FL 33334 and Vice-President/Treasurer/Director is: Philip Gori, 1728 N.E. 23rd Avenue, Fort Lauderdale, Florida 33305.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Robert M. Schoenthal c/o Nations Pawn And Jewelry of Florida, Inc., 1000 W. Oakland Park Blvd., Ft. Lauderdale, FL 33311.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

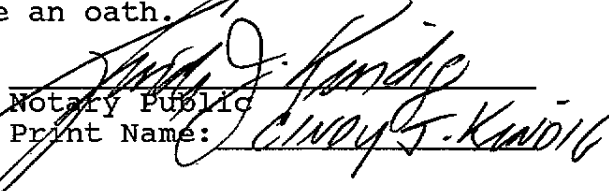
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 19, 1998.

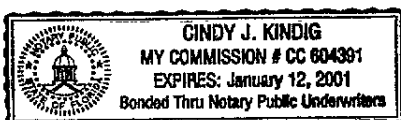

ROBERT M. SCHOENTHAL
INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18th day of August, 1998, by ROBERT M. SCHOENTHAL, who is personally known to me or who has produced FLA 022 as identification and who did not take an oath.


Notary Public
Print Name: CINDY J. KINDIG

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1995), the following is submitted:

That, NATIONS HOLDINGS GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, has named Robert M. Schoenthal, as its agent to accept service of process within the State of Florida.

Dated: August 19, 1998.



ROBERT M. SCHOENTHAL

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 12:48

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: August 19, 1998.


ROBERT M. SCHOENTHAL
Registered Agent