

TRANSMITTAL LETTER

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

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-02/08/99--01142--004
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SUBJECT:

Quality Value Pawn & Jewelry Corp.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
2-2-99

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Eddie Varquez
Name (Printed or typed)

P.O. Box 772498
Address

Coral Springs, FL 33077
City, State & Zip

(954) 255-6917 / (954) 346-1032
Daytime Telephone number

99 FEB -8 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

FEB 11 1999
[Signature]

**ARTICLES OF INCORPORATION
OF
QUALITY VALUE PAWN & JEWELRY, INC.**

FILED
99 FEB -8 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, desiring to form a corporation under the provision of the Laws of the State of Florida, hereby make, subscribe and acknowledge a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation:

EFFECTIVE DATE
2-2-99

ARTICLE I - NAME

The name of the corporation is **QUALITY VALUE PAWN & JEWELRY, INC.**

ARTICLE II - PURPOSE

The general nature of the business to be conducted and carried on by this corporation is:

- (a) The sale, purchase and pawn of merchandise, including but not limited to administration.
- (b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking,

safe-deposit, trust, insurance, surety, express, a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, stay fair of exposition.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of building or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

(d) To purchase, sell pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or any other state or territory of the United States or country, except Moines or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

(e) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other

negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(h) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(i) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things, insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above

recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it is organized. The said corporation may perform any part of its business outside of the State of Florida, or in another states or colonies of the United States or in any foreign country or countries.

ARTICLE III – DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV – CAPITAL STOCK

(a) The aggregate number of shares that the corporation shall have authority to issue is 500 shares of Capital Stock with \$1.00 par value per share.

(b) The sum of the part value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

(c) The holders of the outstanding capital stock shall be entitled to receive, as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

(d) The shares of the corporation are not to be divided into classes.

(e) The corporation is not authorized to issue shares in series.

ARTICLE V – 1244 STOCK

The capital stock of the corporation will be issued in accordance with the requirements of Section 1244 of the Internal Revenue code of 1986.

ARTICLE VI – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **8034 Wiles Road, Suite 171, Coral Springs, Florida 33067**, and the initial registered agent of this corporation is **ANIBAL REYES**. However, this corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and post office address of the first Board of Director, who, being subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are selected and have qualified, are as follows:

EDDIE VAZQUEZ

**P.O. Box 772498
Coral Springs, Florida 33077**

ARTICLE IX

The names and address of each subscriber and incorporation of these
Articles of Incorporation is:

**Eddie Vazquez
P.O. Box 772498
Coral Springs, Florida 33077**

**Anibal Reyes
8034 Wiles Road, Suite 171
Coral Springs, Florida 33067**

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in
the shareholders.

ARTICLE XI - VOTING RIGHTS

No contract or other transaction between the corporation and any
other firm or corporation shall be affected or invalidated by reasons of the act that
any one or more of the Directors or Officer of this corporation is, or are, interested
in, or is a member, stockholder, director or officer or any members, stockholders,
directors or officers of such other firm or corporation; and any director or officer,
or officers, individually or jointly, may be a part or parties to, or may be interested
in, any contract or transaction of this corporation or in which this corporation is
interested, and no contract act or transaction of this corporation or in which this

corporation is interested, and no contract act or transaction of this corporation with any person or persons, firms, associations, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation, in which he/she may be in any way interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XV- MISCELLANEOUS

(a) The corporation shall have the further right and power of time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this corporation except as conferred by Florida Statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both Stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(c) The corporation may in its bylaws confer powers upon its Directors in addition to the powers authorized and expressly conferred by statutes.

I, the undersigned, being each and all of the original subscribers to capital stock hereinabove named for the purpose of forming a corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and accordingly have hereunto set my hand and seal this 2 day of FEBRUARY, 1999.



EDDIE VAZQUEZ

STATE OF FLORIDA

COUNTY OF BROWARD)

)
) SSN: 084607675

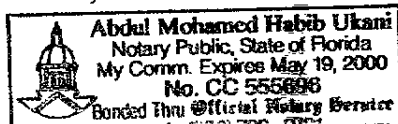
BEFORE ME, the undersigned authority, personally appeared EDDIE VAZQUEZ, who, after being by me first duly cautioned and sworn upon his respective oath, deposes and says that his part to the foregoing Articles of Incorporation and acknowledges that said execution by him is a free and voluntary act and deed, and that the fact herein stated are truly set out.

WITNESS my hand and seal at Coral Springs, Florida the day and year first above set forth.

Abdul

Notary Public, State of Florida

My commission expires: 5-19-2000



**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, Florida Statutes, the following is submitted:

That **QUALITY VALUE PAWN & JEWELRY, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at **8034 Wiles Road, Suite 171, Coral Springs, Florida 33067**, and has named **ANIBAL REYES, residing at 2500 N.W. 79th Avenue, Margate, Florida 33063**, as its registered agent to accept service of process within Florida.

Reyes

ANIBAL REYES

Title: Registered Agent

Date: 2 Feb 99

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 all statutes relative to the proper and complete performance of my duties.

Reyes

ANIBAL REYES

Date: 2/2/99

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SECRETARY OF STATE
TALLAHASSEE FLORIDA