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February 22, 1999

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**VIA FEDERAL EXPRESS**

Florida Secretary of State's Office  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: Incorporation of Griswald's Shop 'N' Pawn, Inc.**

Dear Sir/Madam:

Enclosed are Articles of Incorporation of Griswald's Shop 'N' Pawn, Inc., Certificate of Designation of Registered Agent/Registered Office, and our Firm's check in the amount of Seventy Dollars (\$70.00) for filing fees.

If you have any questions, please do not hesitate to call me.

Very truly yours,

*Carol P. Cognito*

Carol P. Cognito  
Corporate Paralegal

/cpc

Enclosures

FILED  
99 FEB 23 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

66152  
1999

**ARTICLES OF INCORPORATION  
OF  
GRISWALD'S SHOP 'N' PAWN, INC.**

**FILED**  
99 FEB 23 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I. NAME**

The name of the corporation is "GRISWALD'S SHOP 'N' PAWN, INC."

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 6413 Sealawn Drive, Spring Hill, Florida 34606.

**ARTICLE III. SHARES**

The corporation shall have the authority, acting through its board of directors, to issue One Hundred Thousand (100,000) shares of a single class having a par value of \$.01 per share which shall be referred to as "common shares." The common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

**ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the corporation is 526 E. Park Avenue, Tallahassee, Florida 32301. The initial registered agent of the corporation at such address is NRAI Services, Inc.

**ARTICLE V. INDEMNIFICATION**


The corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to or covered by said section, and indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a directors, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator are:

Louis C. Schwartz  
Varner, Stephens, Humphries & White, LLP  
Riverwood - 100 Building, Suite 1700  
3350 Riverwood Parkway  
Suite 1700 Riverwood  
Atlanta, Georgia 30339

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 22nd day of February, 1999.

  
\_\_\_\_\_  
Louis C. Schwartz  
Incorporator

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Griswald's Shop 'N' Pawn, Inc.
2. The name and address of the registered agent and office is:

NRAI Services, Inc.

Name

526 E. Park Avenue

Address

Tallahassee, Florida 32301

City, State, Zip

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.*

Ed Hand, Asst Sec.  
Signature

2/12/99  
Date