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GEORGE W. BALDWIN
GEORGE W. BALDWIN, JR.

WILLIAM BRANT
RETIRED

CHARLES M. PIGOTT
OF COUNSEL

March 22, 1999

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

200002817932-1
-03/25/99-01038-013
*****87.50 *****87.50

Re: **Lake Park Pawn, Inc.**

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Lake Park Pawn, Inc.

Also enclosed is our check in the amount of \$87.50 to cover cost of filing along with a copy of the Articles of Incorporation that I ask be stamped and returned in the self-addressed, stamped envelope provided. My client would like to retain the same corporate number (J18411) as when the corporation was originally filed on June 5, 1986.

Thank you for your attention to this matter and should you have any questions, please do not hesitate to call.

Very truly yours,



George W. Baldwin, Esq.

GWB/nt

/encl.

Rmc
3/30/99

FILED
99 MAR 25 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 MAR 25 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LAKE PARK PAWN, INC.

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: LAKE PARK PAWN, INC.

ARTICLE II. NATURE AND POWERS OF BUSINESS

To engage in and conduct the business of a pawn shop and the sale of merchandise, whether at retail or wholesale; and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

To make and enter into all contracts necessary and proper for the conduct of the business or businesses of this corporation.

To buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and to buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

To purchase the corporate assets of any other corporation or the assets of any other business, and engage in the same character of enterprises.

To acquire, enjoy, utilize and dispose of any patents, copyrights and trade marks and any licenses or other such rights or interests.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government; while such owner of stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To contract debts and borrow money upon such terms as the stockholders may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the stockholders and Board of Directors deem expedient.

The foregoing statements regarding the nature and powers of the business to be transacted by this corporation shall not be deemed to be exclusive; but this corporation (a) may manufacture, purchase or otherwise acquire, and may own, mortgage, pledge, lease, sell, assign, transfer, or otherwise dispose of, and may vest 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 may not conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone and cemetery company, a building and loan association, fraternal benefit society, state fair or exposition, and (b) shall have all the powers of corporation as set forth in the Florida Statutes, and the powers to do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or necessary or incidental to the benefit and protection of the corporation, and for the attainment of the objects of this corporation whether such business is similar in nature to the object enumerated in these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The shares of stock of this corporation shall consist of One (1) class. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The initial post office address and the initial registered office of this corporation in the State of Florida is:

947 Park Avenue, Lake Park, Florida 33403

The Board of Directors may from time to time move the principal and registered office of this corporation to any other address within the State of Florida. The initial registered agent at such address is DELORES M. CROUSE.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than One (1).

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

NAME:

ADDRESS:

ARTHUR F. CROUSE

947 Park Avenue
Lake Park, FL 33403

DELORES M. CROUSE

947 Park Avenue
Lake Park, FL 33403

ARTHUR D. CROUSE

947 Park Avenue
Lake Park, FL 33403

ARTICLE IX. INITIAL OFFICERS

The names and addresses of the first officers of this corporation are:

PRESIDENT:

ARTHUR F. CROUSE
947 Park Avenue
Lake Park, FL 33403

VICE PRESIDENT:

ARTHUR D. CROUSE
947 Park Avenue
Lake Park, FL 33403

SECRETARY-TREASURER

DELORES M. CROUSE
947 Park Avenue
Lake Park, FL 33403

ARTICLE X SUBSCRIBER

The name and address of the Subscriber of these Articles of Incorporation, the number of shares of stock that he agrees to take and the value of the consideration therefore is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
DELORES M. CROUSE	947 Park Ave. Lake Park, FL 33403	1,000	\$1,000.00

ARTICLE XI. AMENDMENT

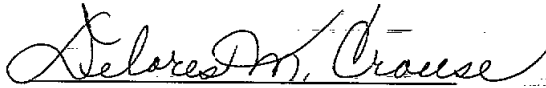
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting his or their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

LAKE PARK PAWN, INC.

desiring to organize under the laws of the State of Florida with its principal and registered office, as indicated in Article VI of these Articles of Incorporation at 947 Park Ave., Lake Park, Florida 33403, Palm Beach County, State of Florida, has named DELORES M. CROUSE, 947 Park Ave., Lake Park, Florida 33403, County of Palm Beach, State of Florida, as its agent to accept service of process within this State and registered agent.


DELORES M. CROUSE

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared DELORES M.

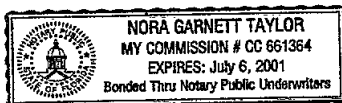
CROUSE, who has produced a _____ as identification, described as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this the
22nd day of March, 1999.

Nora Garnett Taylor
Notary Public, State of Florida at Large

(Notary Seal)

My commission expires:



FILED
99 MAR 25 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in Article XII of the above Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Delores M. Crouse
DELORES M. CROUSE
Registered Agent