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*****78.75 *****78.75

April 20, 1999

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

EFFECTIVE DATE

5-1-99

FILED
99 APR 26 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Re: Articles of Incorporation of Exxel Jewelry and Pawn, Inc.

Ladies or Gentlemen:

Enclosed please find the Articles of Incorporation for Exxel Jewelry and Pawn, Inc. I would like the effective date of the corporation to be May 1, 1999. Enclosed you will also find a check in the amount of \$78.75 for the filing fee and acknowledgment.

Thank you for your assistance in this matter.

Sincerely,


John Quinton

Exxel Jewelry & Pawn
2535 US Hwy 19
Hialeah, FL 33469

CB
4-30-99
5

ARTICLES OF INCORPORATION

EFFECTIVE DATE
5-1-99

OF

EXXEL JEWELRY AND PAWN, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida

ARTICLE I – NAME

The name of this corporation is EXXEL JEWELRY AND PAWN, INC.

ARTICLE II – PURPOSE

The purpose of this corporation shall be to engage in any lawful business or purpose whatever for which corporation may be organized under the Florida Corporation Law of the Florida Statutes as made and amended.

ARTICLE III – EFFECTIVE DATE

The effective date of this corporation will be May 1, 1999.

ARTICLE IV – CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Three Hundred (300) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE V – INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not to be less than Three Hundred and No/100ths Dollars (\$300.00).

ARTICLE VI – TERM OF EXISTENCE

This corporation is to exist perpetually.

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APR 26 PM 2:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII – ADDRESS

The initial principal place of business of this corporation in the State of Florida is 2535 US Hwy 19, Holiday, FL 34691, and has a post office address of the same.

ARTICLE VIII – DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set for in these Articles of Incorporation. The corporation shall be two Directors, initially. The name and address of the initial members of the Board of Directors are:

John Quinton
Director

8642 Green Street
Port Richey, FL 34668

Cheryl J. Quinton
Director

8642 Green Street
Port Richey, FL 34668

ARTICLE IX – OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John Quinton
President

8642 Green Street
Port Richey, FL 34668

Cheryl J. Quinton
Secretary

8642 Green Street
Port Richey, FL 34668

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

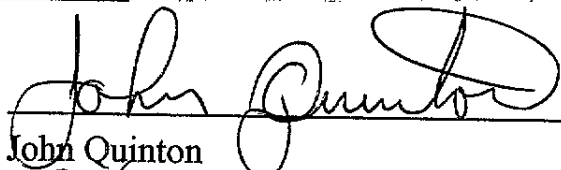
ARTICLE X – AMENDMENT

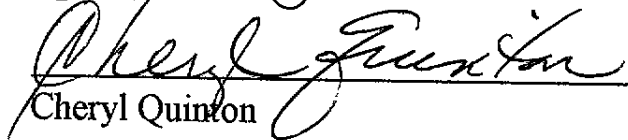
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors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

ARTICLE XI – REGISTERED AGENT

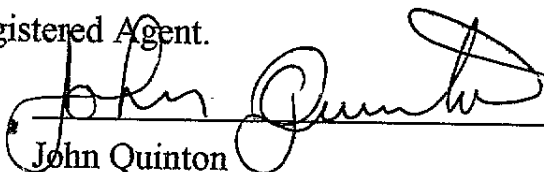
The Registered Agent for service of process shall be John Quinton, whose address is 8642 Green Street, Port Richey, FL 34668.

IN WITNESS WHEREOF we have hereunto set our hands and seals and filed the forgoing Articles of Incorporation under the Laws of the State of Florida, this 22 day of April, 1999.


John Quinton


Cheryl Quinton

I hereby accept the designation for Registered Agent.


John Quinton

State of Florida

County of Pasco

Personally appeared before me this 22 day of April, 1999, John Quinton, who is personally known to me or who has produced FL DL# as identification.

Q535-466-42-4240



Maria Hadfield
Commission # CC 753099
Expires July 30, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Maria Hadfield
Notary Public
State of Florida

Seal

State of Florida

County of Pasco

Personally appeared before me this 22 day of April, 1999, Cheryl J. Quinton, who is personally known to me or who has produced personally known as identification.



Reva Rocamora
MY COMMISSION # CC721573 EXPIRES
May 24, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Reva Rocamora

Notary Public
State of Florida

Seal