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5154 S. E. FEDERAL HIGHWAY
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May 11, 1999

Corporation Records Bureau
Division of Corporations
Department of State
P.O. Box 6307
Tallahassee, Florida 32311

Re: Jensen Beach Pawn and Exchange, Inc.

400002872494--2
-05/12/99--01054--008
****122.50 *****78.75

Dear Sir or Madam,

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing fee	\$ 35.00
Certified Copy	\$ 52.50
Registered agent designation	\$ 35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. I wish to thank you in advance for your courtesies in this matter.

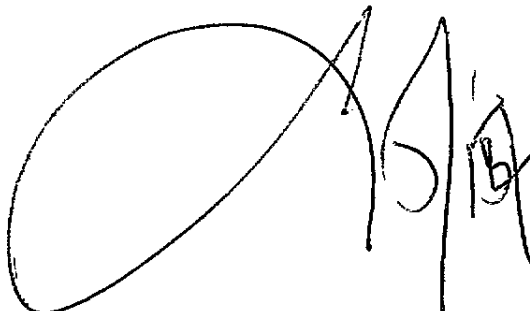
Sincerely,



Michael L. Dale, Esq.

MLD:rb
Enclosures
xc: Ms. Kathryn J. Bunting
Mr. Thomas E. Rogers
Mr. Theodore Stavrokos

FILED
99 MAY 12 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
JENSEN BEACH PAWN AND EXCHANGE, INC.**

FILED
99 MAY 12 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the "Florida Business Corporation Act" of the laws of the State of Florida.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is JENSEN BEACH PAWN AND EXCHANGE, INC. with its principal office located at 1958 NE Ricou Terrace, Jensen Beach, Florida 34957.

ARTICLE II

Nature of Business and Powers

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock of ONE XX/100 (\$1.00) DOLLAR par value.

ARTICLE IV

Term of Existence

This Corporation shall commence its corporate existence upon the filing of these articles and

shall exist perpetually thereafter or until it is dissolved according to law.

ARTICLE V

Registered Agent and Initial Registered Office

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MICHAEL L. DALE, ESQ.
5154 SE Federal Highway
Stuart, FL 34997

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

Incorporators

The names and addresses of the persons signing these Articles of Incorporation as the Incorporators is:

KATHRYN J. BUNTING
3590 NE Linda Drive
Jensen Beach, FL 34957

THOMAS E. ROGERS
1500 SE Cove Road
Stuart, FL 34997

THEODORE STAVROKOS
1211 A NW Bentley Circle
Port St. Lucie, FL 34986

ARTICLE VII

Indemnification

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

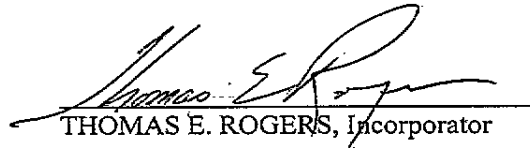
ARTICLE VIII


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 at least a majority of the stock entitled to vote, 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.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed these Articles of Incorporation this 11th day of May, 1999.


KATHRYN J. BUNTING, Incorporator


THOMAS E. ROGERS, Incorporator


THEODORE STAVRAKOS, Incorporator

**CERTIFICATE OF DESIGNATING PLACE 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 JENSEN BEACH PAWN AND EXCHANGE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jensen Beach, State of Florida, has named Michael L. Dale, Esq., located at 5154 SE Federal Highway, City of Stuart, State of Florida, 34997 as its agent to accept service of process within Florida.


DIRECTOR


DIRECTOR


DIRECTOR

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.


REGISTERED AGENT

DATE: 5/11/99

FILED
99 MAY 12 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA