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A PROFESSIONAL ASSOCIATION

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May 27, 1999

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*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Florida Incorporation - Rent-A-Watch, Inc.


Dear Sir or Madam:

I am enclosing for filing the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/ Registered Office for a Florida incorporation, together with this Firm's check in the amount of \$70.00 for filing the Articles and for Designation of Registered Agent.

Thank you for your cooperation in this matter.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: 
Beverly J. Hosek CLA

bjh
Enclosures

cc: Client

FILED
99 JUN - 1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/7/99

FILED
99 JUN - 1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RENT-A-WATCH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: RENT-A-WATCH, INC.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be:

323 Worth Avenue
Palm Beach, Florida 33480

ARTICLE III - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) Shares, with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is:

Jim E. Solomon, Esq.
600 Corporate Drive, Suite 102
Fort Lauderdale, Florida 33334

ARTICLE V - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Vladislav Yampolsky
323 Worth Avenue
Palm Beach, Florida 33480

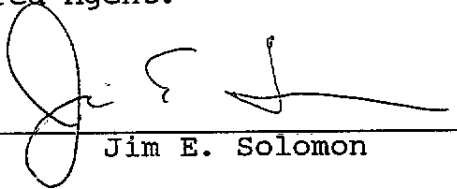
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of May, 1999.


Vladislav Yampolsky, Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the Articles of Incorporation, 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.

Dated: May 27, 1999



Jim E. Solomon

FILED
99 JUN -1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA