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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 11 PM 6:31

A BARGAIN PAWN SHOP.

9101 PARK BOULEVARD
SEMINOLE, FL 33777

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-06/11/99--01096--012
*****78.50 *****78.50

June 10, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**SUBJECT: Certificate of Incorporation
A BARGAIN PAWN SHOP, Inc.**

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation. Also enclosed is a check in the amount of \$78.50 to cover costs.

Your attention to this matter is greatly appreciated.

**FROM: RICHARD WHITTLETON, JR.
A BARGAIN PAWN SHOP
9101 PARK BOULEVARD
SEMINOLE, FL 33777**

Very truly yours, ...

RICHARD WHITTLETON, JR.

Enc.

D. BROWN JUN 14 1999

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ARTICLES OF INCORPORATION

OF

A BARGAIN PAWN SHOP, INC.

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

ARTICLE 1 NAME

The name of the corporation shall be:

A BARGAIN PAWN SHOP, INC.

ARTICLE 11 PRINCIPAL OFFICE

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

**9101 PARK BOULEVARD
SEMINOLE, FL 33777**

ARTICLE 111 CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of initial registered agent is:

**RICHARD WHITTLETON JR
9101 PARK BOULEVARD
SEMINOLE, FL 33777**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

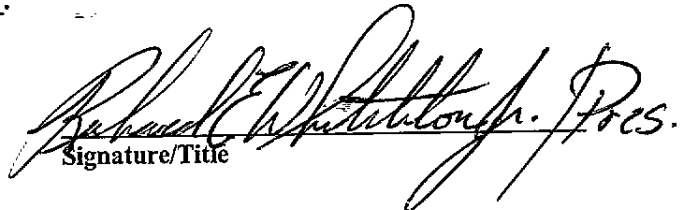
**RICHARD WHITTLETON JR
2351 DREW STREET
CLEARWATER, FL 33725**

ARTICLE VI BOARD OF DIRECTORS

The Initial Members of the Board of Directors shall be:

RICHARD WHITTLETON, JR.

The undersigned has(have) executed these Articles of Incorporation this 10th day of June 10, 1999.


Signature/Title Pres.

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

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CERTIFICATE OF REGISTERED AGENT

OF

A BARGAIN PAWN SHOP, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

A BARGAIN PAWN SHOP, INC.

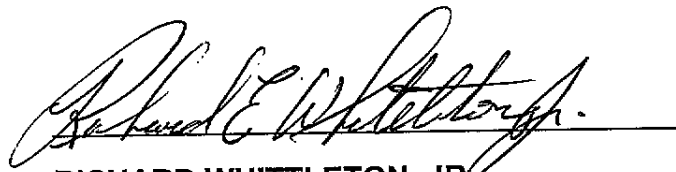
has named

RICHARD WHITTLETON, JR.

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provision of Florida Law in keeping open said office.



RICHARD WHITTLETON, JR.