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OF COUNSEL  
WILLIAM H. FLEECE\*\*  
\*\*COURT CERTIFIED MEDIATOR AND  
ARBITRATOR (FEDERAL AND STATE)

July 12, 1999

200002934532--7  
-07/19/99-01054-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 33214

Re: PAWN DEPOT OF COUNTRYSIDE, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for PAWN DEPOT OF COUNTRYSIDE, INC. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$78.75 to cover the filing and certified copy fees.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

ZACUR & GRAHAM, P.A.

*Peter D. Graham*

PETER D. GRAHAM

PDG/so  
Enclosures

FILED  
99 JUL 19 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BROWN JUL 26 1999

**ARTICLES OF INCORPORATION  
OF  
PAWN DEPOT OF COUNTRYSIDE, INC.**

FILED  
99 JUL 19 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation is PAWN DEPOT OF COUNTRYSIDE, INC.

**ARTICLE II**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III**

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

**ARTICLE IV**

The street address of the initial principal and registered office of this corporation is 5200 Central Avenue, St. Petersburg, FL 33707, the mailing address is P.O. Box 14409, St. Petersburg, FL 33733, and the name of the initial registered agent of this corporation at that address is PETER D. GRAHAM, ESQ.

#### ARTICLE V

This corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The name and address of the initial director of this corporation is:

PETER D. GRAHAM, ESQ.  
5200 Central Avenue  
St. Petersburg, FL 33707

#### ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation are:

PETER D. GRAHAM, ESQ.  
5200 Central Avenue  
St. Petersburg, FL 33707

#### ARTICLE VII


Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed  
these Articles of Incorporation this 13 day of July, 1999.

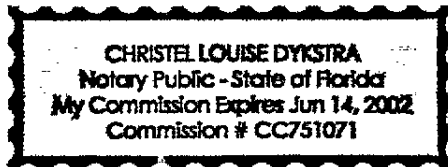
  
PETER D. GRAHAM

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day  
of July, 1999, by PETER D. GRAHAM, who is  
personally known to me or who produced \_\_\_\_\_ as  
identification.

  
Notary Public

My commission expires:



CHRISTEL LOUISE DYKSTRA  
TYPED/PRINTED NAME OF NOTARY

**REGISTERED AGENT ACKNOWLEDGMENT**

Having been named Registered Agent of the above-stated corporation, at the  
place designated in these Articles of Incorporation, I hereby accept to act in that capacity.

  
PETER D. GRAHAM

99 JUL 19 AM 11:40  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED