

FROM

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V32483

## Florida Department of State

Division of Corporations  
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Katherine Harris, Secretary of State

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## MERGER OR SHARE EXCHANGE

SOUTHERN PAWN, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$78.75

*Mergers*  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

KEYSTONE INVESTMENT GROUP ONE, INC., a Florida corporation, document  
number P97000020207

INTO

**SOUTHERN PAWN, INC.**, a Florida entity, V32483

File date: December 30, 1999

Corporate Specialist: Karen Gibson

FROM

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## ARTICLES OF MERGER

### KEYSTONE INVESTMENT GROUP ONE, INC. with and into SOUTHERN PAWN, INC.

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SECRETARY OF STATE

Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, PawnAmerica.com, Inc. a Florida corporation, ( the "Parent Company" which is the owner of all the issued and outstanding shares of stock of Southern Pawn, Inc. and Keystone Investment Group One, Inc., both Florida corporations, (together, the "Subsidiary Companies"), has, by action of its Board of Directors taken and approved on September 1, 1999, adopted the following plan of merger:

1. The name of the Parent Corporation is PawnAmerica.com, Inc. a Florida corporation, and the names of the subsidiary corporations, which are parties to the merger, are Southern Pawn, Inc. and Keystone Investment Group One, Inc., both Florida corporations.
2. Keystone Investment Group One, Inc. shall be merged with and into Southern Pawn, Inc. (the "Merger"), and Southern Pawn, Inc. shall be the surviving corporation in the Merger.
3. Southern Pawn, Inc. shall be the name of the surviving corporation.
4. Each share of common stock of Southern Pawn, Inc. issued and outstanding immediately prior to the Merger shall remain outstanding. Each share of common stock of Keystone Investment Group One, Inc. issued and outstanding immediately prior to the Merger shall be converted into one share of Southern Pawn, Inc.
5. The Parent Company is the owner of all of the issued and outstanding shares of stock of the Subsidiary Companies. Accordingly, there is no person who is entitled to vote and who, if he or she were to dissent from the Merger pursuant to Section 607.1320 of the Florida Business Corporation Act, would be entitled to be paid the fair value of their shares.
6. There being no shareholders of the Subsidiary Companies other than the Parent Company, no person who is entitled to receive a notice of the Merger.
7. The Articles of Incorporation and the Bylaws of Southern Pawn, Inc. shall be the Articles of Incorporation and the Bylaws of the surviving corporation.
8. The Board of Directors and officers of Southern Pawn, Inc. shall be the Board of Directors and officers of the surviving corporation.
9. Pursuant to Section 607.1104 of the Florida Business Corporation Act, the Merger does not require shareholder approval of the Parent Company or the Subsidiary Companies.

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David L. Robbins, Esquire  
Florida Bar # 108951  
Foley & Lardner  
100 N. Tampa Street, Suite 2700  
Tampa, Florida 33602  
Phone 813-229-2300

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10. This plan of merger was adopted by the Board of Directors of the Parent and the Subsidiary Companies as of September 1, 1999, by the Board of Directors and the shareholders of the Company by unanimous written consent.

11. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger this 30<sup>th</sup> day of December, 1999.

PAWNAMERICA.COM, INC.

By: J. Bartholomew

Joseph Bartholomew, President

SOUTHERN PAWN, INC.

By: J. Bartholomew

Joseph Bartholomew, President

KEYSTONE INVESTMENT GROUP  
ONE, INC.

By: J. Bartholomew

Joseph Bartholomew, President