

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
PLANET PAWN, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

Name

The name of the Corporation shall be PLANET PAWN, INC.

ARTICLE II

Purposes

The purposes for which this Corporation is organized are:

1. The transaction of lending money on the security of pledged goods, purchasing and selling tangible personal property and transacting all business relating to pawn transactions as defined under the Alabama Pawnshop Act.
2. To lease, acquire, purchase, own, hold, sell, convey or mortgage and otherwise deal in real estate;
3. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision;
4. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such

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business is similar in nature to the objects and powers hereinabove set forth or otherwise.

5. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE III

Location and Mailing Address of Initial Registered Office and Name of Initial Registered Agent

The location of the initial registered office of the Corporation shall be: 1974 Chandalar Drive, Pelham, Alabama 35124.

The mailing address of the initial registered office of the Corporation shall be: 1974 Chandalar Drive, Pelham, Alabama 35124.

The name of the Corporation's initial registered agent at said address shall be: KAREN SCOTT

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED (100) SHARES of common stock at a par value of One and No/100 (\$1.00) Dollar per share. The total number of authorized shares are 100 and all of said stock shall be common and none shall be preferred stock, or stock of a different class.

ARTICLE V

Names and Addresses of Incorporators

The name and mailing address of each Incorporator is as follows:

Eugene Scott	1974 Chandalar Drive Pelham, Alabama 35124
Karen Scott	1974 Chandalar Drive Pelham, Alabama 35124

ARTICLE VI

Number of Directors, Names and Addresses of Initial Board

The number of Directors constituting the initial Board of Directors shall be two (2). The names and addresses of each person who is to serve as a Director until the first annual meeting of shareholders, or until his or her successor is elected and qualified, is as follows:

Eugene Scott	1974 Chandalar Drive Pelham, Alabama 35124
Karen Scott	1974 Chandalar Drive Pelham, Alabama 35124

ARTICLE VII

Duration

The duration of this Corporation shall be perpetual.

ARTICLE VIII

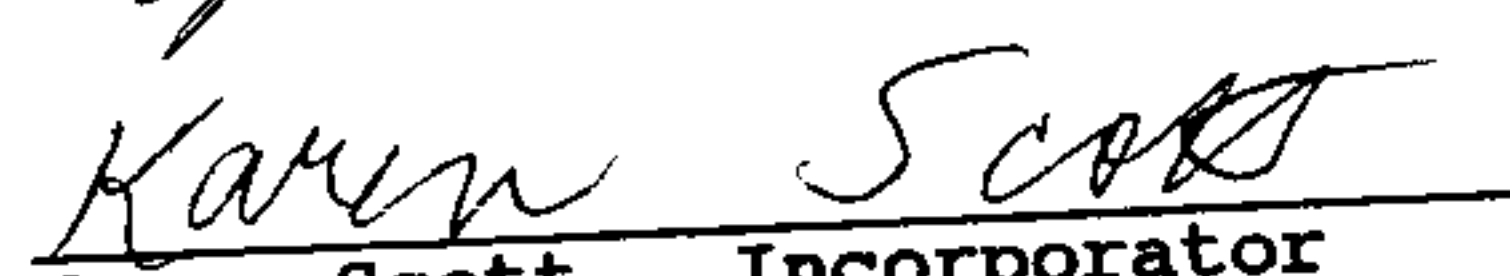
Officers

The names and addresses of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Eugene Scott	1974 Chandalar Drive Pelham, Alabama 35124	President/Treasurer
Karen Scott	1974 Chandalar Drive Pelham, Alabama 35124	Vice-President/Sec.

IN WITNESS WHEREOF, we, the said incorporators have hereunto set our hands and seals on this the 14th day of February, 1997.


Eugene Scott, Incorporator


Karen Scott, Incorporator

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Articles of Incorporation
Planet Pawn, Inc.

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public, in and for said County in said State, hereby certify that Eugene Scott and Karen Scott, whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and Official seal this 14th day of February, 1997.


Notary Public

My Commission Expires 3/4/98

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Planet Pawn, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joyce May, 2101 Magnolia Ave, Birmingham, AL 35205 for a period of one hundred twenty days beginning February 13, 1997 and expiring June 14, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 13, 1997

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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