



Department of State.

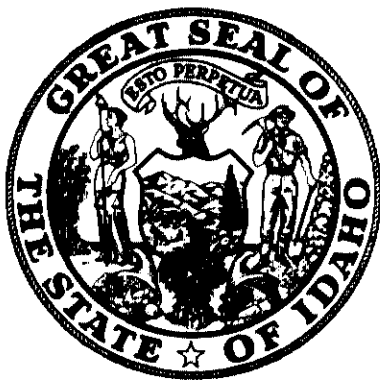
**CERTIFICATE OF INCORPORATION
OF**

FOREST PAWN SHOP, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **October 3, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

of

FOREST PAWN SHOP, INC.

28 SEP 10 27 8 58

23 OCT 9 27 2 46

WE, the undersigned, all citizens of the United States of America, of legal age and subscribers to shares of the Corporation to be organized pursuant hereto, for the purposes of forming a corporation under the laws of the State of Montana, hereby adopt the following:

Articles of Incorporation

I.

The name of the proposed corporation is FOREST PAWN SHOP, INC..

II.

The duration of the corporation shall be perpetual.

III.

The purpose of the corporation shall be primarily to pawn articles which if not redeemed, shall be sold; to issue stocks and/or bonds, to raise necessary capital to carry out the effect hereof; to own, buy, sell, lease, mortgage, pledge, and hypothecate, or in any other way to encumber real and/or personal properties; to execute and deliver instruments necessary therefor; to borrow money; to buy, sell, trade or in any way deal with stock of this corporation or of any other corporation; and to exercise all the powers granted unto a corporation by Idaho Code.

IV.

The registered office of the Corporation shall be at 202 Elder Building, 402 Sherman Avenue, Coeur d'Alene, Idaho, with it's mailing address at 1504 North 9th Street, Coeur d'Alene, Idaho 83814, and it's Registered Agent, CHARLES H. KIMBALL, at 202 Elder Building, 402 Sherman Avenue, Coeur d'Alene, Idaho 83814.

IV.

The initial Board of Directors shall consist of:

JACK FOREST
1524 North 9th Street
Coeur d'Alene, Idaho 83814

GRANT FOREST
1524 North 9th Street
Coeur d'Alene, Idaho 83814

ALTHEA LEWIS
202 Elder Building
402 Sherman Avenue
Coeur d'Alene, Idaho 83814

Each of the above have subscribed to one (1) Share of the aforementioned Stock.

V.

There shall be but one (1) class of Stock with a par value of TEN DOLLARS (\$10.00). A total of FIFTEEN THOUSAND (15,000) Shares is hereby authorized with it's aggregate par value of ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000-.00).

VI.

The following provisions are adopted for the purpose of further defining, limiting and regulating the business of the corporation, it's directors and stockholders:

(a) The directors may from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books (other than the stock ledger) of the corporation shall be open for the inspection of stockholders, and no stockholder shall have any right of such inspection, except as such right is conferred by statute or expressly authorized by resolution of the Board of Directors of the Corporation.

(b) Both stockholders and directors shall have power if the by-laws provide, to hold their meetings within or without the State of Idaho, to have one (1) or more officers in addition to the principal office at 202 Elder Building

402 Sherman Avenue, Coeur d'Alene, Idaho, and to keep the books of the Corporation (subject to statutory provisions) outside the State of Idaho at such places as they may from time to time designate.


(c) The Board of Directors is expressly authorized, without the assent of the shareholders, to make, alter, amend and rescind the by-laws of the Corporation; provided, however, that it is not empowered to alter, amend or rescind any by-laws relative to the number of directors of this Corporation, their qualifications, the method and manner of voting for their selection, the terms of their offices or their compensation, and it shall not abrogate the shareholders' right to exclusive control of these matters.

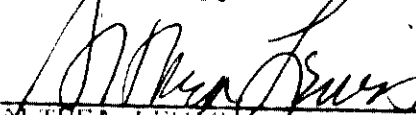
(d) Additional powers may be conferred upon the Board of Directors of the Corporation from time to time by it's by-laws or by vote of a majority of the stockholders at a regular or special meeting called for that purpose and any powers so given may be revoked in the same manner, except insofar as they may have been exercised before revocation.

(e) Directors and officers of the Corporation need not be residents of the State of Idaho nor shareholders of the Corporation.

IN WITNESS WHEREOF, we, being all of the incorporators above named, have hereunto set forth our respective hands and seals this 8 day of September, 1988.


JACK FOREST


GRAND FOREST


MITHEA LEWIS

STATE OF IDAHO)
 : ss,
County of Kootenai)

On this 8 day of September, 1988, before me, the undersigned Notary Public, personally appeared JACK FOREST, GRANT FOREST and ALTHEA LEWIS, known to me to be persons whose names are subscribed to the foregoing ARTICLES OF INCORPORATION OF FOREST PAWN SHOP, INC., and have so executed the same before me.

IN WITNESS WHEREOF, I have hereunto set forth my hand and seal the day and year first above written.

Charles H. Kuntall
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: 1991