

ARTICLES OF ORGANIZATION

OF

ULTIMATE PAWN, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company.

ARTICLE I

The name and purpose of the limited liability company is:

ULTIMATE PAWN, LLC

To conduct business in accordance with all applicable law

ARTICLE II

The name and street address of the registered office and agent is:

John A. Webb
McKenzie, Woolery & Webb, P.S.C.
1932 Carter Avenue
P. O. Box 1554
Ashland, KY 41105-1554

ARTICLE III

The mailing address of the initial principal place of business of the limited liability company is:

279 C W Avenue
Ashland, KY 41102

ARTICLE IV

The limited liability company has at least one member:

Shannon Wells.

ARTICLE V

The management of the limited liability company is reserved to the members, to be exercised in accordance with the operating agreement of the limited liability company.


ARTICLE VI

The duration of the limited liability company shall be perpetual, save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

ARTICLE VII

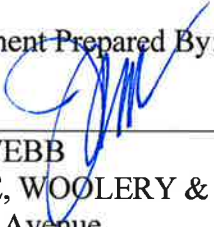
Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

Date: _____



JOHN A. WEBB

This Instrument Prepared By:



JOHN A. WEBB
McKENZIE, WOOLERY & WEBB, P.S.C.
1932 Carter Avenue
P. O. Box 1554
Ashland, KY 41105-1554
(606) 324-7147
(606) 329-0858 Facsimile

Consent of Initial Agent for Service of Process to Serve

I, John A. Webb, having a principal place of business at 1932 Carter Avenue, P.O. Box 1554, Ashland, Kentucky 41105-1554, hereby agree and consent to serve as registered office and agent for service of process of ULTIMATE PAWN, LLC.

DATE



JOHN A. WEBB