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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

FOREIGN PROFIT QUALIFICATION

BERKSHIRE FINANCIAL GROUP INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 6, 2002

BLUMBERG/EXCELSIOR CORPORATE SERVICES

SUBJECT: BERKSHIRE FINANCIAL GROUP INC.
REF: W02000006374

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA
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RESOLUTION OF BOARD OF DIRECTORS
OF
BERKSHIRE FINANCIAL GROUP INC.

The undersigned does hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of BERKSHIRE FINANCIAL GROUP INC., a corporation duly organized and existing under the laws of the State of New York, which resolution was duly adopted at a duly called meeting of the said Board, held on the 8TH day of March, 2002, a quorum being present, and is set forth in the minutes of the said meeting; and that the said resolution has not been rescinded or modified:

Resolved, that BERKSHIRE FINANCIAL GROUP INC., organized and existing under the laws of the State of New York, hereby adopts the name EZMONEY.COM CORP., for use in the State of Florida for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Florida under the name EZMONEY.COM CORP., and resolved further that all activities and business of the corporation within the State of Florida shall be carried out under the name

IN WITNESS WHEREOF, I HAVE SUBSCRIBED MY NAME ON THIS 11TH DAY OF March, 2002



Frank Carone
President

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

ALTERNATE NAME: EZMONEY.COM CORP.

1. BERKSHIRE FINANCIAL GROUP INC. NEW YORK

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK 3. 11-3498753 (FEI number, if applicable)

4. 6/24/99 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6917-23 5th AVE, BROOKLYN, NY 11209 (Principal office address)

SAME AS ABOVE (Current mailing address)

8. MORTGAGE LENDER (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9 Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.

Office Address: 4435 OLD WINTER GARDEN ROAD ORLANDO, Florida 32811 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten signature of Jose Morica]

(Registered agent's signature)

JOSE MORICA, ASST. SECY.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

BLUMBERG EXCELSIOR CORPORATE SERVICES, INC.

2 WHITE STREET NEW YORK, NY 10013

212-431-5000

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: FRANK CARONE

Address: 6917-23 5th AVE., BROOKLYN, NY 11209

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: FRANK CARONE

Address: 6917-23 5th AVE., BROOKLYN, NY 11209

Vice President: JANICE AXELROD

Address: 6917-23 5th AVE., BROOKLYN, NY 11209

Secretary: MARC GRAMA

Address: 6917-23 5th AVE., BROOKLYN, NY 11209

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FRANK V. CARONE President / Chairman
(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of BERKSHIRE FINANCIAL GROUP INC. was filed on 06/24/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.

I further certify, that no other documents have been filed by such Corporation.



Witness my hand and the official seal of the Department of State at the City of Albany, this 04th day of March two thousand and two.

J. Leub

Special Deputy Secretary of State

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TALLAHASSEE, FLORIDA

02 MAR 13

BLUMBERG EXCELSIOR
62 WHITE ST
NY NY 10013
800 221-2972 X575

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