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BASIC AMENDMENT

WORLD CLASS CURRENCIES, INC.

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*Amendment  
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Department of State <sup>D</sup> 12/15/2003 <sup>S</sup> 1:31 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 15, 2003

WORLD CLASS CURRENCIES, INC.  
444 BRICKELL AVENUE, SUITE 51360  
MIAMI, FL 33131

SUBJECT: WORLD CLASS CURRENCIES, INC.  
REF: P03000148555

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.

Please accept our apology for failing to mention this in our previous letter.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Document Specialist

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**FLORIDA DEPARTMENT OF STATE**  
Glenda E. Hood  
Secretary of State

December 12, 2003

WORLD CLASS CURRENCIES, INC.  
444 BRICKELL AVENUE, SUITE 51360  
MIAMI, FL 33131

SUBJECT: WORLD CLASS CURRENCIES, INC.  
REF: P03000148555

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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Cothell  
Document Specialist

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WORLD CLASS CURRENCIES, INC.**

FILED STATE  
SECRETARY OF CORPORATIONS  
2003 DEC 15 PM 12:04

Article VI of the Articles of Incorporation of WORLD CLASS CURRENCIES, INC. is hereby amended as hereinafter provided. The Corporation is filing these Articles of Amendment to its Articles of Incorporation pursuant to Florida Statute Section 607.1006.

1. Article VI of the Articles of Incorporation of WORLD CLASS CURRENCIES, INC. is hereby amended to read as follows:

**"ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The number of Directors may at any time and from time to time be increased or decreased by action of either the shareholders or the Board of Directors, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The name and street address of the member of the Board of Directors are:

Miriam K. Becker 444 Brickell Avenue, Suite 51360, Miami, Florida 33131"

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2. The amendment was approved on December 11, 2003 by the sole shareholder. The number of votes cast for the amendment by the sole shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment, this 11<sup>th</sup> day of December, 2003.

  
MIRIAM K. BECKER, President

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