



A02000001059

ACCOUNT NO. : 072100000032

REFERENCE : 692327 5161929

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 140.00

ORDER DATE : August 5, 2002

ORDER TIME : 12:23 PM

ORDER NO. : 692327-005

CUSTOMER NO: 5161929

CUSTOMER: Ms. Cathy D. Morris
Akerman Senterfitt & Eidson,
P.a.
Suite 240
2650 North Military Trail
Boca Raton, FL 33431

100006898921--8

DOMESTIC FILING

NAME: U.S. COIN EXCHANGE, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

JB
8-5-02

APPROVED
AND
FILED

02 AUG -5 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 AUG -5 PM 12:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
U.S. COIN EXCHANGE, LTD.**

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby state the following as the **CERTIFICATE OF LIMITED PARTNERSHIP**.

1. The name of the Limited Partnership is:

U.S. COIN EXCHANGE, LTD.

2. The office of the Partnership is at 2601 South Bayshore Drive, Suite 865, Coconut Grove, FL 33133, which is also the location of its principal place of business, the place where the records required by F.S. §620.106 will be kept and its mailing address.

3. The street address of the Limited Partnership's initial registered office and resident agent for service of process required to be maintained by is 2601 South Bayshore Drive, Suite 865, Coconut Grove, FL 33133, and the resident agent for service of process on the Limited Partnership at such address shall be **ARMAND DeANGELIS**.

4. The name and address of the sole general partner is:

USCE GOLD, LLC
c/o Armand DeAngelis
2601 South Bayshore Drive, Suite 865
Coconut Grove, FL 33133

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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5. The term of the Partnership shall commence with the filing of the Partnership's Certificate of Limited Partnership and shall continue until December 31, 2052, unless the Partnership is sooner dissolved in accordance with the provisions of its Agreement of Limited Partnership.

6. Except as specifically provided in the Agreement of Limited Partnership, no Partner shall be entitled to demand or receive the return of such Partner's original capital contribution.

7. The undersigned constitutes the sole general partner of the limited partnership named herein.

IN WITNESS WHEREOF, the general partner, by and through its duly authorized officer, has executed this Certificate of Limited Partnership.

Signed on August 1, 2002.

GENERAL PARTNER:

USCE GOLD, LLC

By:


ARMAND DeANGELIS, Member

LIMITED PARTNER:


ARMAND DeANGELIS

Having been named to accept Service of Process for the above stated limited partnership, at the place designated in this certificate, the undersigned, **ARMAND DeANGELIS** hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated this 1st day of August, 2002.


ARMAND DeANGELIS

02 AUG -5 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by **ARMAND DeANGELIS**, as the Sole Member of **USCE GOLD, LLC**, who is personally known to me or who has produced FL Driver's Lic. as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of August, 2002.



Lisa B. Siegel
Commission # CG 881076
Expires Dec. 3, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Lisa B. Siegel
Notary Public
State of State of Florida

Typed, printed or stamped name of
Notary Public
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by **ARMAND DeANGELIS**, individually, who is personally known to me or who has produced FL Driver's Lic. as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of August, 2002.



Lisa B. Siegel
Commission # CG 881076
Expires Dec. 3, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Lisa B. Siegel
Notary Public
State of State of Florida

Typed, printed or stamped name of
Notary Public
My Commission Expires:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
U.S. COIN EXCHANGE, LTD.**

The undersigned constituting the general partner of U.S. COIN EXCHANGE, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$980.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$980.00.

Further affiant sayeth not.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 1st day of August, 2002.

GENERAL PARTNER

USCE GOLD, LLC, General Partner

By: _____

ARMAND DeANGELIS, Member

02 AUG -5 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED