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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

Grace Kennedy Remittance Services (USA) Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

03 JUL 18 PM 12:22 RECEIVED
SECRETARY OF STATE
FAX 1 850 222 9428
DIVISION OF CORPORATION

JB
7-18-03

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.

1. GRACE KENNEDY REMITTANCE SERVICES (USA) INC.
(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. Delaware
(State or country under the law of which it is incorporated)
3. 01-0673085
(FEI number, if applicable)
4. April 19, 2002
(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 §17.155, F.S.)
7. 887 Utica Ave., Brooklyn, NY 11203
(Principal office address)
c/o David B. Newman, Esq., Sonnenschein Nath & Rosenthal LLP
1221 Ave. of the Americas, New York, NY 10020
(Current mailing address)
8. monetary transfers, money orders, check cashing and ancillary services
(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: CT Corporation System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida 33324
(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.

CT Corporation System

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
DEPARTMENT OF STATE

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.

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

A. DIRECTORS

Chairman: Brian GoldsonAddress: 887 Utica Ave., Brooklyn, NY 11203Vice Chairman: Joan Marie PowellAddress: 887 Utica Ave., Brooklyn, NY 11203Director: Edward AlexanderAddress: 887 Utica Ave., Brooklyn, NY 11203Director: Leesa KowAddress: 887 Utica Ave., Brooklyn, NY 11203

B. OFFICERS

President: Brian GoldsonAddress: 887 Utica Ave., Brooklyn, NY 11203Vice President: Joan Marie PowellAddress: 887 Utica Ave., Brooklyn, NY 11203Secretary: David B. NewmanAddress: 1221 Ave. of the Americas, New York, NY 10020Treasurer: Desmond ThompsonAddress: 887 Utica Ave., Brooklyn, NY 11203

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

13. David B. Newman

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

14. David B. Newman, Secretary

(Typed or printed name and capacity of person signing application)

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STATE OF FLORIDA
TALLAHASSEE
FILED

Delaware

PAGE 1

The First State

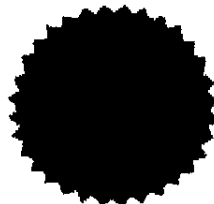
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRACE KENNEDY REMITTANCE SERVICES (USA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

3516629 8300

030470871



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2534560

DATE: 07-17-03