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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

CONTACT: CATHY LEACH  
PHONE: (212) 431-5000  
(212) 431-1441

FAX #:

NAME: FIRST FINANCIAL CARIBBEAN USA, INC.

AUDIT NUMBER.....H96000014437

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

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96 OCT 15 AM 11:52

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

H96000014437

IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. FIRST FINANCIAL CARIBBEAN USA, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. September 20, 1996

(Date of Incorporation)

4. Perpetual

(Duration)

5. 11-3339751

(Federal Employer Identification number, if applicable)

6. Upon Filing

(Date first transacted business in Florida. See sections 807.1501, 807.1502, and 817.155, F.S.)

7. 89 Papermill Road, Plandome, NY 11030

(Current mailing address)

8. to engage in all legal activities associated with money transmittal

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Edward Johnston

Address: \_\_\_\_\_

89 Papermill Road

Plandome, NY 11030

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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**B. Officers:**President: Edward JohnstonAddress: 89 Papermill RoadPlandome, NY 11030

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Edward JohnstonAddress: 89 Papermill RoadPlandome, NY 11030

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

(If needed, you may attach an addendum to this application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**Name: BlumbergExcelsior Corporate Services, Inc.Office Address: 4435 Old Winter Garden RoadOrlando, Florida 32802

Zip Code

**11. 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.

Registered agent's signature: \_\_\_\_\_

Marc Moel, Assistant Secretary

12. 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.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. \_\_\_\_\_

EDWARD JOHNSTON, PRESIDENT

(Name and capacity of person signing application)

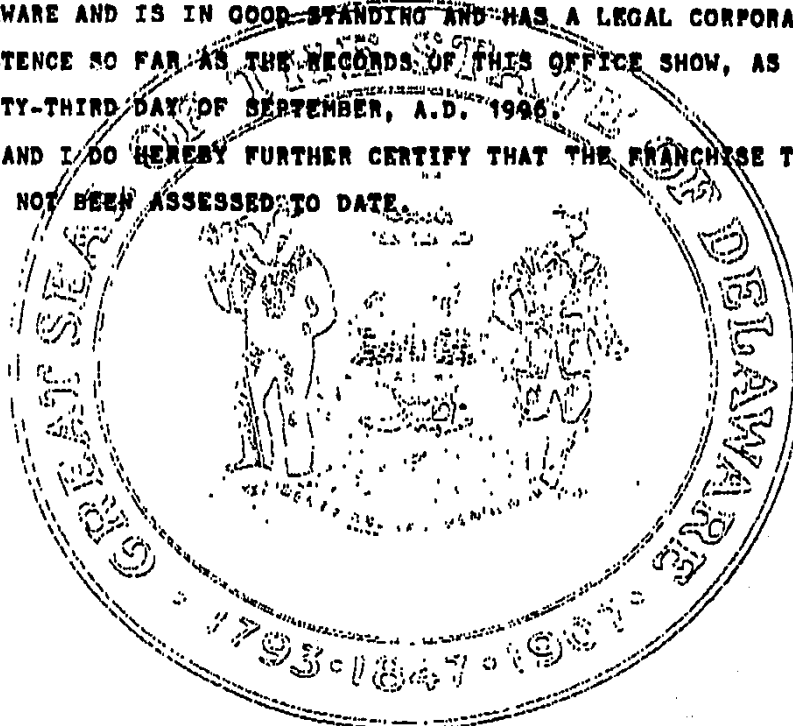
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**State of Delaware**  
**Office of the Secretary of State**

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST FINANCIAL CARIBBEAN 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

8115489

DATE:

09-23-96