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**onlineXchange.com, Inc.**

1725 Palm Cove Blvd. #307  
Delray Beach, Florida 33445  
561.243.1686

December 11, 1998

Department of State  
State of Florida  
Division of Corporations  
Qualifying Section  
409 E. Gains Street  
Tallahassee, Florida 32399

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-12/14/98--01133--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please accept and file the enclosed application for foreign corporation for authorization to transact business in the State of Florida.

**onlineXchange.com, Inc.**, is a Delaware corporation and, in this regard, enclosed is a copy of the Corporate Articles and Certificate of Good Standing along with a check for \$70.00 for applicable filing fees.

Please return in the enclosed FedEx package and a copy of the qualification.

Thank you for your assistance and quick response.

Sincerely,

**onlineXchange.com, Inc.**



Nicholas A. Natale  
President

CB/c

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

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

1. **onlineXchange.com, Inc.**

(Name of corporation: must include the word "INCORPORATED," "COMPANY,"  
"CORPORATION" or words or abbreviations of like import in language as will clearly  
indicated 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. FEI #: 65-0880439

(FEI number, if applicable)

4. December 8, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. December 8, 1998

(Date first transacted business in Florida.(See sections 607.1501, 607.1502, and 817.155, F.S.)

7. **onlineXchange.com, Inc.**

1725 Palm Cove Blvd. #307

Delray Beach, Florida 33445

(Current mailing address)

8. The Company is engaged in developing onsite and online specialty financial service  
offering check cashing and secured cash advances through licensed providers.  
In addition, the Company plans to develop and integrate into its operations electronic  
commerce payment technologies and services.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street of Florida registered agent:

Name: Nicholas A. Natale

Office Address: 1725 Palm Cove Blvd. #307  
Delray Beach, Florida 33445

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 agent to act in this capacity. I further agree to comply with 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 positions as registered agent.

  
(Registered agent's signature)

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11. Attached is a certificate (Exhibit A) of existence duly authenticated, not more than 90 days prior to delivered 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.

12. Names and addresses of officers and or directors:

A. DIRECTORS

Chairman: Nicholas A. Natale

Address: 1725 Palm Cove Blvd. #307  
Delray Beach, Florida 33445

Vice Chairman:  
Address:

Director:  
Address:

Director:  
Address:

B. OFFICERS

President: Nicholas A. Natale  
Address: 1725 Palm Cove Blvd. #307  
Delray Beach, Florida 33445

Vice President:  
Address:

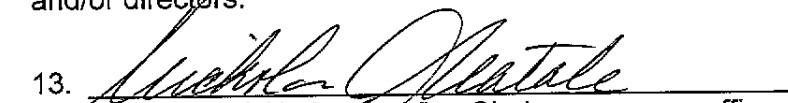
Secretary: Nicholas A. Natale  
Address: 1725 Palm Cove Blvd. #307  
Delray Beach, Florida 33445

Treasurer:  
Address:

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

13.

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

14. Nicholas A. Natale, President and Chairman  
(Typed or printed name and capacity of person signing application)

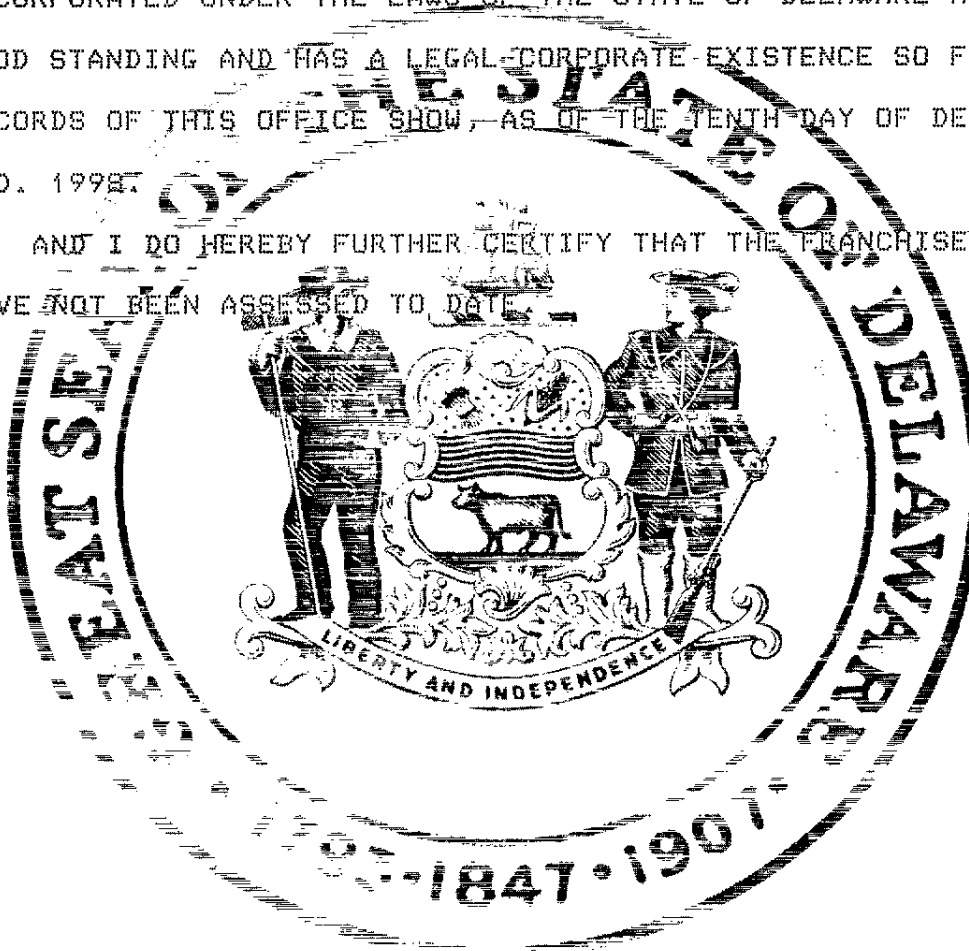
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONLINEXCHANGE.COM, 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 TENTH DAY OF DECEMBER, A.D. 1998.

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



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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9453760

DATE:

12-10-98