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Florida Department of State
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Fax Number : (850)922-4001

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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

E-MONEE.COM,INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 2000

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SUBJECT: E-MONEE-COM. INC.
REF: W00000018188

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

E-MONEE.COM.INC

ARTICLE I - NAME

The name of the Corporation is E-MONEE.COM.INC

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation shall be all lawful business activities allowed by the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Common stock, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the Bylaws.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the preferred and common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1236 SE 4th Avenue
Ft. Lauderdale, FL 33316

The principal office and mailing address of this corporation is:

800 Corporate Drive, #508
Ft. Lauderdale, FL 33334

ARTICLE VIII - BOARD OF DIRECTORS AND OFFICERS

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws, but shall never be less than one. The name and addressee of the initial directors is:

Estuardo Benavides (President, Secretary)
800 Corporate Drive, #508
Ft. Lauderdale, FL 33334

ARTICLE IX - INCORPORATORS

The name and addressee of the person signing these Articles is:

Estuardo Benavides
800 Corporate Drive, #508
Ft. Lauderdale, FL 33334

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Share of Preferred stock and Common stock of this corporation shall be issued initially to the following person in the amount set opposite his name.

Estuardo Benavides:	85% Common Stock
Al Padilla:	2.5% Common Stock
Paolo Benavides:	2.5% Common Stock
Kimberly S. Daise	2.5% Common Stock
Eric Rosales	2.5% Common Stock
Lisa Benavides	2.5% Common Stock
James Garbarsky	2.5% Common Stock

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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

The private property of the stockholders shall NOT be subject to payment, lien, seizure, forfeiture of the corporate debts in any event whatsoever.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part the he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amend hereto, and any right conferred upon the shareholders is subject

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to this reservation.

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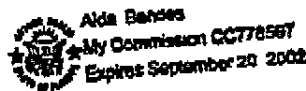
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____, 2000.


x _____
Esmardo Benavides

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgments, personally appeared Esmardo Benavides to me personally known, or having produced identification, _____, to be the persons described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 20 day of July, 2000.





NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF
REGISTER AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

The name of the corporation is:

E-MONEE.COM,INC

The name and address of the registered agent and office is:

Kimberly S. Daise, P.A.
1236 SE 4th Avenue
Ft. Lauderdale, FL. 33316

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Estuardo Benavides
~~Estuardo Benavides President~~

7/20/00
Date

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgments, personally appeared Estuardo Benavides to me personally known, or having produced identification, _____ to be the person described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 20 day of July, 2000.



Aida Benades
My Commission CCT70597
Expires September 28, 2002

Aida Benades
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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