

PO0000069688

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

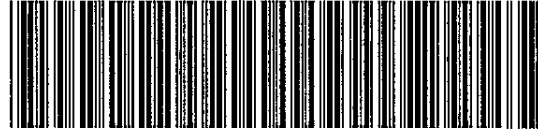
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800031559288

04/05/04 -01060-007 **130.00

03 APR -5 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
CRP
WIS

ROBERT B. COOK, P. A.

Attorney and Counselor at Law

March 28, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Lee & Shin 2002, Inc. Name Change to Good Guys Cleaners, Inc.
E-Monee.com, Inc. Articles of Amendment.

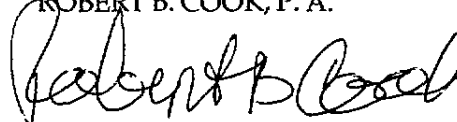
Gentlemen:

Please find enclosed an original and one copy of the Articles of Amendment for Lee & Shin 2002, Inc., and the Articles of Amendment of E-Monee.com, Inc.

My check in the amount of \$130.00 to cover the cost for a certified copies of each, a total of \$60.00, and \$70.00 for the Articles of Amendment themselves.

Please return a certified copy of the Articles of Amendment to the undersigned after they have been filed.

Sincerely,
ROBERT B. COOK, P. A.

A handwritten signature in black ink, appearing to read 'Robert B. Cook', written over the typed name.

Robert B. Cook

AMENDMENT TO ARTICLES OF INCORPORATION
OF
E-MONEE.COM, INC.

The directors and sole shareholder of E-MONEE.COM, Inc., hereby certify, pursuant to Section 607.1006, Florida Statutes, that at a joint meeting of its sole shareholder, Emerald Investment Traders, Ltd., a Bahamian corporation, and its board and directors held on March 17, 2004, the following amendments to the Articles of Incorporation of the Corporation were adopted, which vote by the sole shareholder and its board of directors was unanimous.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name and street address of the principal office of this Corporation is:

E-MONEE.COM, Inc.
1000 Corporate Drive
Suite 320
Ft. Lauderdale, FL 33334

ARTICLE II - PURPOSE

The nature of the Corporation's business, and its objects, purposes and powers are to transact any business, to engage in any act or activity, and to exercise all powers permitted to corporations by the General Corporation Law of the State of Florida that are incidental, necessary or appropriate to the foregoing.

ARTICLE III - AMENDMENT

The Articles of Incorporation may not be amended, altered, changed, or repealed by the board of directors, without unanimous shareholder approval.

ARTICLE IV - AUTHORIZED STOCK

This Corporation is authorized to issue 100,000 shares of common stock, and there are no preemptive rights granted to the shareholders.

ARTICLE V - CORPORATE CONDUCT OF BUSINESS

At all times from and after the establishment of the Corporation:

(1) At least one of the Corporation's directors and at least one of the Corporation's officers shall be persons who are not officers, directors, employees or 10% shareholders of any Affiliate and are not related by blood or marriage with the foregoing, and who shall not at any

4:57 PM
03 APR -5 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

time within the immediately preceding year have been officers, directors, employees or 10% shareholders of any Affiliate (each such director, an "Independent Director", and each such officer, an "Independent Officer") The same individual may serve as both an Independent Officer and an Independent Director. "Affiliate" shall mean any Person other than the Corporation (i) which owns beneficially, directly or indirectly, individually or as part of a "Group," as defined in Securities and Exchange Commission Rules, of 10% or more of the outstanding shares of the Corporation's Common Stock, (ii) which is in control of the Corporation, as "control" is defined under Securities and Exchange Commission Rules (iii) of which 10% or more of the outstanding shares of Common Stock is owned beneficially, directly or indirectly, a Person, individually or as part of a Group described in clauses (i) or (ii) above, or (iv) which are controlled by or under common control with a Person, individually or as part of a Group described in clauses (i) or (ii) above, as "control" and "controlled by" are defined for purposes such Rules.

(2) The Corporation's assets will not be commingled with those of any other Person or entity.

(3) The Corporation will conduct its business in its own name and from an office separate from any direct or ultimate parent of the Corporation.

(4) The Corporation will maintain separate corporate records and books of account from those of any other Person.

(5) The Corporation will maintain separate financial statements from those of any other Person.

(6) The Corporation will pay its own liabilities from its own funds and will pay the salaries of its own employees.

(7) The Corporation will maintain an arm's length relationship with its Affiliates.

(8) The Corporation will not guarantee or become obligated for the debts of any other entity or hold its credit as being available to satisfy the obligations of any other Person, except in connection with the Obligations, which are defined as the obligation owed to the shareholders of the Corporation that have made "Refundable Capital Contributions" to the Corporation.

(9) The Corporation will use separate stationery, invoices and checks and will hold itself out as a separate and distinct entity from any other Person.

(10) The Corporation will not pledge its assets for the benefit of any other Person, except in connection with the Obligations.

(11) The Corporation shall observe all formalities of a corporation.

ARTICLE VI - CORPORATE RESTRICTIONS

(1) The Corporation shall not be permitted to incur any Indebtedness other than the Obligations so long as any of the Obligations are outstanding (whether or not matured or unmatured, contingent or noncontingent, or liquidated or unliquidated). For the purposes of this Article VII, Indebtedness shall mean any direct or indirect, primary or secondary, liability, indebtedness, lease, obligation, penalty, cost or expense (including costs of investigation, collection and defense), claim, deficiency, guaranty or endorsement of or by any person (other than endorsements of notes, bills, checks, and drafts presented for collection or deposit in the ordinary course of business) of any type, whether accrued, absolute or contingent, liquidated or unliquidated, matured or unmatured, or otherwise, except for the Obligations.

(2) The Corporation shall not dissolve, liquidate, consolidate or merge or sell all or substantially all of its assets, and shall not authorize or agree to any of the foregoing so long as any of the Obligations are outstanding (whether or not matured or unmatured, contingent or noncontingent, or liquidated or unliquidated)

(3) Notwithstanding anything to the contrary contained in the General Corporation Law of Florida, so long as any of the Obligations are outstanding, this Certificate of Incorporation or the By-Laws, the shareholders and Board of Directors of the Corporation shall not authorize the Corporation, except upon the affirmative vote of 100% of the members of its Board of Directors:

(i) to institute proceedings to be adjudicated as bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition or consent to a petition seeking reorganization or relief under any applicable Federal or state laws relating to bankruptcy or insolvency, or consent to the appointment of receiver, liquidation, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property, or make any assignment for the benefit of creditors, or except as required by law, admit in writing its inability to pay its debts generally as they become due, or cause the Partnership to take any of the foregoing actions, or take any corporate action and furtherance of any such action;

(ii) to dissolve, liquidate, consolidate or merge the Corporation or sell all or substantially all of the assets of the Corporation;

(iii) to amend the Certificate of Incorporation or By - Laws of the Corporation;

(iv) to change the salaries of any employee of the Corporation;

(v) to declare any dividends except with respect to the shares held by the persons that have advanced the Refundable Capital Contributions to the Corporation.

Dated: This 17th day of March, 2004.

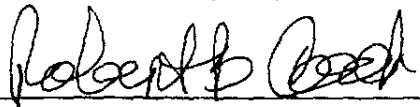
E-MONEE.COM, INC.

By: _____

Estuardo Benavides, as President of
Emerald Investment Traders, Ltd., a
Bahamian corporation, the sole shareholder
of E-MONEE.COM, Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Amendment to the Articles of Incorporation were sworn to and acknowledged before me this 17th day of March, 2004 by Estuardo Benavides, as President of Emerald Investment Traders, Ltd., a Bahamian corporation, who is personally known to me.



Notary Public



Robert B. Cook
Commission #DD287126
Expires: Feb 03, 2008
Bonded Thru
Atlantic Bonding Co., Inc.