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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

April 20, 2001

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

SUBJECT: FX WAREHOUSE, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and certified copy fee.

FROM: Thea D. Gruber
ADDRESS: 3500 Aloma Ave., Suite F-17
Winter Park, FL 32792
DAY TIME # (407) 679-9621

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FX WAREHOUSE, INC.

The undersigned subscribers, natural persons competent to contract, for the purposes of the forming a corporation under the laws of the State of Florida, adopts the following ARTICLES OF INCORPORATION for the corporation:

ARTICLE ONE: NAME - The name of the proposed corporation is: FX Warehouse, Inc.

ARTICLE TWO: DURATION - The duration of the corporation is perpetual.

ARTICLE THREE: CAPITALIZATION - The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares which shall be common stock having no par value. Each share shall have one vote on all business affairs of the corporation, at any business- meeting.

ARTICLE FOUR: PRINCIPLE OFFICE OF THE CORPORATION AND
THE REGISTERED AGENT - The registered agent of the corporation shall be: Thea D. Gruber, 1830 Buccaneer Dr., Sarasota, Florida 34231. The principal office of the corporation shall be: 1830 Buccaneer Dr., Sarasota, Florida 34231.

ARTICLE FIVE: DIRECTORS AND PRINCIPAL OFFICERS- The number of directors and/or principal officers of this corporation is one. The name and address of the director and/or principal officer, which shall constitute the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected, qualified and sworn to up

hold the by-laws is: Thea D. Gruber
President
3500 Aloma Ave., Suite F-17
Winter Park, FL 32792

ARTICLE SIX: Name and street address of the incorporator of these Articles of Incorporation is Lori S. Noel, Paralegal, P.O. Box 547272, Orlando, Florida 32854.

Lori S. Noel Date: 4/21/01
Lori S. Noel, Incorporator
P.O. Box 547272
Orlando, Florida 32854
(407) 422-0056

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.

Thea D. Gruber/Registered Agent 4.21.01
Date