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TRANSMITTAL LETTER

FILED
02 MAR -8 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Subject: UNIVERSAL FINANCIAL USA CORP.
(proposed corporate name)

Enclosed please find an original and one copy of the article of incorporation for the above corporation and check in the amount of \$ 78.75.

From: Jose O. Escarpio
10661 N. Kew-Sall Dr. S. 204
Miami, FL 33176
(305) 275-0055

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-03/08/02--01036--002
*****78.75 *****78.75

Jose Escarpio GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 3/15/03
BY EXAM Devi's Brown

ARTICLES OF INCORPORATION

OF

UNIVERSAL FINANCIAL USA CORP.

ARTICLE I - NAME

The name of the corporation shall be:

UNIVERSAL FINANCIAL USA CORP.

ARTICLE II - ADDRESS

The address of the principal office until further notice is: 8900 SW 107 Ave. Suite 208, Miami, FL 33176.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding is one thousand (1,000) common shares at one (\$1.00) dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: Eliana M. Taborda Rios and the registered office is 8900 SW 107 Ave. Suite 208, Miami, FL 33176.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Eliana M. Taborda Rios
8900 SW 107 Ave. Suite 208
Miami, FL 33176

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless dissolved according to law.

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ARTICLE VII - PURPOSE

The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to financial services and as a money transmitter.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

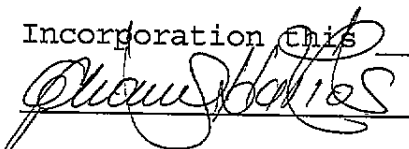
The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of three directors as follows:

Eliana M. Taborda Rios Director and Secretary
8900 SW 107 Ave. S. 208, Miami, FL 33176
Miguel A. Castellanos Director and President
8900 SW 107 Ave. S. 208, Miami, FL 33176
Rocio Y. Castellanos Calvo Director and Vice-President
8900 SW 107 Ave. S. 208, Miami, FL 33176

ARTICLE X - BY-LAWS

The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 04 day of March 2002.

 , Eliana M. Taborda Rios

CERTIFICATE OF DESIGNATION

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TALLAHASSEE, FLORIDA

REGISTERED 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 designating the registered office/registererd agent, in the State of Florida.

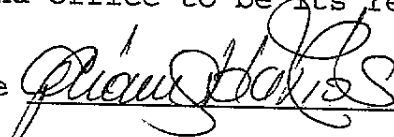
1. The name of the corporation is _____
UNIVERSAL FINANCIAL USA CORP.

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

Name Eliana M. Taborda Rios

Address 8900 SW 107 Ave. S. 208, Miami, FL 33176

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.


Signature 
Secretary

Title _____

Date MAR. 4/2002

ACCEPTANCE BY AGENT

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 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

Signature 
Date MAR 4. 2002