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April 25, 2002

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

Re: Pocket Change International, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent. I have additionally enclosed a copy of the Articles of Incorporation to be returned to my office and a check in the amount of \$70.00 to satisfy the applicable fees.

Thank you for your cooperation in this matter.

Sincerely,

*Kevin S. Garriss*

Kevin S. Garriss, Esq.

Enclosure

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
of  
Pocket Change International, Inc.

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TALLAHASSEE FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:  
Pocket Change International, Inc.

Article 2. The principal place of business and mailing address of this corporation is:  
113 Flagship Drive Lutz, Florida 33549

Article 3. The corporation is authorized to issue one class of stock, that being 1000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:  
Kevin S. Garriss, Esq., 3000 Gulf To Bay Blvd.,  
Suite 311, Clearwater, Florida 33759

Article 5. The name and street address of the incorporator of this corporation is:  
Kevin S. Garriss, Esq., 3000 Gulf To Bay Blvd.,  
Suite 311, Clearwater, Florida 33759

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: April 25, 2002

Name of Incorporator: Kevin S. Garriss, Esq.

Signature of Incorporator:

*Kevin S. Garriss*

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name Kevin S. Garris, Esq.  
Street address 3000 Gulf To Bay Blvd.  
Suite 311  
Clearwater, Florida 33759

Having been named as the 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.

Signature of registered agent:

*Kevin S. Garris*

Date of signature: April 25, 2002

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