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**FLORIDA PROFIT CORPORATION OR P.A.**

**many pennies, inc.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 24, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MANY PENNIES, INC.  
REF: W03000027292

We have received your document for MANY PENNIES, INC.. However, the document has not been filed and is being returned for the following:

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

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ARTICLES OF INCORPORATION  
OF  
MANY PENNIES, INC.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

MANY PENNIES, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

5568 CAMEO DRIVE NORTH  
BOCA RATON, FLORIDA 33433

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS ONE (1). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

1. PENNY B. GOLDBERG  
5568 CAMEO DRIVE NORTH  
BOCA RATON, FLORIDA 33433

ARTICLE V INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

ROBERT E. LONG  
11555 HERON BAY BLVD. SUITE 200, CORAL SPRINGS, FLORIDA 33076

These Articles of Incorporation Prepared by:  
Robert E. Long  
11555 Heron Bay Blvd. Suite 200, Coral Springs, Florida 33076 (954) 603-0180

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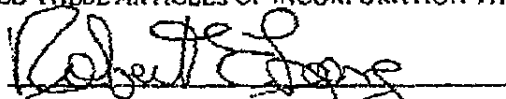
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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

ROBERT E. LONG  
11555 HERON BAY BLVD. SUITE 200, CORAL SPRINGS, FLORIDA 33076

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE :  
September 23<sup>rd</sup>, 2003

  
ROBERT E. LONG, INCORPORATOR

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0301, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

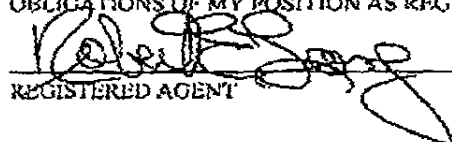
1. THE NAME OF THE CORPORATION IS MANY PENNIES, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ROBERT E. LONG,  
11555 HERON BAY BLVD. SUITE 200, CORAL SPRINGS, FLORIDA 33076

SIGNATURE   
TITLE: INCORPORATOR

DATE: September 23<sup>rd</sup>, 2003

HAVING BEEN NAMED REGISTERED AGENT 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.

  
REGISTERED AGENT

DATE: September 23<sup>rd</sup>, 2003

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