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TALLAHASSEE, FLORIDA

05/31/05--01055--014 **78.75

cc

AMEND
DEB
6/2

ROBERT B. COOK, P. A.

Attorney and Counselor at Law

May 25, 2005

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Instant Monee, Inc.

Gentlemen:

Please find enclosed the original of the amendment to the articles of incorporation for the subject company. Please provide me with a certified copy of the articles of organization after formation. My check in the amount of \$78.75 is enclosed for payment of the following fees:

(1) Articles of Amendment	\$35.00
(2) Resident Agent Designation	\$35.00
(3) Certified copy	\$ 8.75

Very truly yours,



Robert B. Cook

AMENDMENT TO ARTICLES OF INCORPORATION
OF
INSTANT MONEE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The directors and sole shareholder of INSTANT MONEE, 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 May 25, 2005, 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:

INSTANT MONEE, 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The Articles of Incorporation may not be amended, altered, changed, or repealed by the board of directors, without unanimous shareholder approval.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 1,000,000 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

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 un-matured, contingent or non-contingent, 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 un-matured, 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 un-matured, contingent or non-contingent, 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 25th day of May, 2005.

INSTANT MONEE, INC.

By: _____

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

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Amendment to the Articles of Incorporation were sworn to and acknowledged before me this 25 day of May, 2005 by Estuardo Benavides, as President of Emerald Investment Traders, Ltd., a Bahamian corporation, the sole shareholder of the corporation, who is personally known to me.

Robert B. Cook

Notary Public



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

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

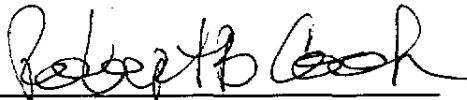
In pursuance of Sections 48.091(1) and 617.0501, Florida Statutes, the following is submitted
in compliance thereof:

That INSTANT MONEE, INC., organized under the laws of the State of Florida, hereby
designates the name and address of its registered agent to accept service of process within this
State as follows:

Robert B. Cook
17 Bay Harbor Road
Tequesta, FL 33469

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the
above-stated address in this State, I hereby accept to act in this capacity and agree to comply with
the provisions of said statute relative to keeping the premises open from 10:00 a.m. to noon each
day, except Saturdays, Sundays, and legal holidays, and to post therein a sign designating the
name of the Corporation and the name of its registered agent.

By: 
Robert B. Cook

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of May, 2005, by Robert
B. Cook, who is personally known to me.


Notary Public



Edith Papp
Commission # DD112245
Expires June 6, 2006
Bonded Thru
Atlantic Bonding Co., Inc.