

**P04000158199**

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

**TELECASH (USA), INC.**

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

*MAN*

November 17, 2004

ADORNO & YOSS, PA

SUBJECT: TELECASH USA, INC.  
REF: W04000042139

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P97000061903.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

FAX Aud. #: H04000228822  
Letter Number: 804A00065387

**ARTICLES OF INCORPORATION  
OF  
TELECASH GROUP INC.**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Telecash Group Inc. Its principal office address and business mailing address is 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134, Attention: Dennis J. Olle.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000,000 shares of common stock, zero par value per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time.

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with respect to keeping an office open for service of process.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors is:

Name

Address

Aldo Franco Pedrizzetti

Corso Riviera  
n. 3-28040  
Dormelletto, Italy

#### ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

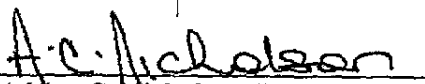
Name

Address

Adrien C. Nicholson, Esq.

2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133


Dated: November 16, 2004

  
Adrien C. Nicholson, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Telecash Group Inc., at the place designated in the Articles of Incorporation, Dennis J. Olle, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: November 16, 2004

  
\_\_\_\_\_  
Dennis J. Olle, Esq.

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