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SECRETARY OF STATE
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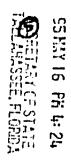
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# CERTIFICATE OF INCORPORATION OF CURRENCE EXCHANGE GROUP, INC.



#### ARTICLA\_I

The name of this corporation shall be: Currency Exchange Croup, Inc.

#### ARTICLE\_II

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the States of Florida.

#### MARKET III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 at \$1.00 PAR VALUE mach.

### ARTICLE\_IY

This corporation is to have perpetual existence.

## ARTICLE Y

The principal office of this corporation shall be located at: 104 Crandon Slvd., Suits 417, Key Hiscayns, Florida 33149, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors.

This instrument was prepared by:

A. Homemary Sala, P.A. 104 Grandon Blvd. Suite 202 Rey Biscayne, Florida 33149 Florida Bar No. 0494380 (505) 361 - 0105

#### ANTICLE VI

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This corporation shall at all times have at least one Director who shall conduct the business of the corporation as a Bused of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of the corporation, provided that the corporation shall at all times have a minimum of one Director.

#### MTIGH VII

The names and post office addressed of the First Soard of pirectors of the corporation who subject to the provisions of the Cartificate of Incorporation and the corporation laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified ares

Johnny Rivera

104 Crandon Hlvd., Suite 417 Rey Biccayne, Florida 33149

The registered agent shall be Johnny Rivers and the registered office shall be at 104 Grandon Blvd , Suite 417, Key Biscayne, Florida 33149.

## APPICIA VIII

The name and post office address of the subscriber to this Cartificate of Incorporation, is:

Johnny Rivers 104 Crandon Blvd., Suite 417 Rey Biscayne, Florida 33149

The By-Laws of this corporation may be created, emended or changed by either the Stockholders or the Directors of the corporation at any regular or duly scheduled Special Mesting.

#### ARTICLE II

All officers, agent and factors shall be chosen in such manner, hold their office for such terms and have such powers and duties as may be prescribed by the Ry-Laws or determined by the Beard of Directors of the composation.

#### ANDIGE :

Every person who now is or herester shall become a Director of this corporation shall be (ndemnified by the corporation against all costs and expenses (including counsel fees) hereafter resonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him. However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit of proceeding to have been derelict in the performance of such duties imposed in him as such Director.

The right to indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

I, the undersigned, do hereby subscribe, acknowledge and file this Certificate of Incorporation, hereby certifying that the fact herein stated are true and correct, and according hereto set my hand and seal this 16 day of May, 1995.

Johany Rivera OV (62A)

STATE OF PLORIDA )
OCUNTY OF DADE )

Be it remembered that on this 10 day of May, 1995, personally oppeared before me, a Notary Public for the State of Florida, Johnny Rivers, party to the foregoing Certificate of Incorporation, known to me personally to be such, and she acknowledged the said Certificate of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

given under my hand and saal of office the day and year aforesaid.

My commission expired inch PLINDSMAN NUTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CCISSION MY COMMISSION EXP. JAN. 31,198

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE BERVICE OF PROCESS MITHIN FLORIDA, MANING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, PLORIDA STATUTES, THE POLLOWING IN EURMITTED:

CURRENCY RECEASES GROUP, INC. FIRST--THAT

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF SUBINESS AT CITY OF MIRNI, STATE OF PLORIDA, HAU NAMED JOHNNY RIVERA, LOCATED AT 104 CHAMDON MIND. BUITE 417 CITY OF MIAMI, STATE OF FLORIDA, AN ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

rin,... Signatures FLORIDA Title: Director May /6, 1995 Dater

HAVING BEEN MAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I MERREY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERPORMANCE OF MY DUTIES.