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JOHN SHEA, P.A.

TELEPHONE: 041-007-88-98-FACSIMILE: 041-007-8002

2010 SOUTH TAMIAMI TRAIL SARASOTA, FLORIDA 144200

August 22, 1995

400001568694 -08/24/95--01072--001 ****122.50 ****122.50

Division of Corporations Florida Department of State 409 East Gaines Street Tallahassee, FL 32301

Re:

MoneyWorld USA, INC.

ARTICLES OF INCORPORATION

Please file the enclosed Articles of Incorporation for MoneyWorld USA, Inc., and return a certified copy of same to this office. We have enclosed our check number 1052 in the amount of \$122.50 to cover the costs for the foregoing request.

Sincerely,

Jeanne Brannen For John Shea

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Enclosures

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ARTICLES OF INCORPORATION

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OF

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MoneyWorld USA, INC.

IALLAHASSEE. FLORIDA

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is MoneyWorld USA, INC.

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 25 Pineapple Avenue North, Sarasota, Florida, 34236.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00). Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of One (1) director, whose name/name and street address is as follows:

NAME ADDRESS

ROBERT TUROFF 25 Pincapple Avenue North

Sarasota, FL 34236

ROBERTA TUROFF 25 Pineapple Avenue North

Sarasota, FL 34236

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME ADDRESS

JOHN SHEA 2940 South Tamiami Trail Sarasota, FL 34249

ARTICLE IX - BYLAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named JOHN SHEA as its agent to accept service of process within the State of Florida. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 amiliar with and accept the obligations of any position as registered agent.

JOHN SHEAT

Page 3

SEP 30 156 09:51 GOLDENDEPPLEESROUCTIONS BEFORE COMPLETING THIS FORMS. 1 APPLICATION Sandra B. Mortham REINSTATEMENT

Secretary of State DIVISION OF COPPORATIONS AND FILED

DOCUMENT # 1 Corporation Numu

P95000065966

MONEYWORLD USA, INC.

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SECRETARY LA STATE TALLAHASSEE, FLORIDA

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				CO PHENDELE AVE. N.		SARASOTA FL 34238		
						1000197716 -1071679601070 *****375.00 ***	3004 *375.00	
	8. Name	and Address of Current F	legistered Agent					
SHEA, J		_		Namo .	9. Name and Address of New Registered Agent			
2940 S.	Tanban Te Ta fl 3424	WL 9			Sveet Address (P.O. Box Number is Not Acceptable)			
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