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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIGUEZ  
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NAME: LET'S MAKE MONEY, INC.

AUDIT NUMBER.....H96000014405

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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Articles of Incorporation  
of  
Let's Make Money, Inc.

EFFECTIVE DATE  
10/11/96

Article I. Name

The name of this Florida corporation is:  
Let's Make Money, Inc.

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Article II. Address

The mailing address of the Corporation is:  
Let's Make Money, Inc.  
c/o 8432 SW 163rd Terrace  
Miami FL 33157

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:  
Reginald J. Clyne  
Clyne & Associates, P.A.  
2600 Douglas Road, Penthouse Two  
Coral Gables FL 33134

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Reginald J. Clyne FL Bar Member 654302  
Clyne & Associates, P.A.  
Douglas Centre, Penthouse Two  
2600 Douglas Road  
Coral Gables FL 33134  
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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Victor G. Spence  
Phyllis Y. Spence  
Georgina V. Jackson

**Article VI. Incorporator**

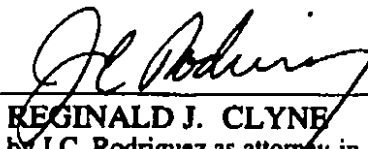
The name and address of the incorporator is:

Reginald J. Clyne  
Clyne & Associates, P.A.  
Douglas Centre, Penthouse Two  
2600 Douglas Road  
Coral Gables FL 33134

**Article VII. Corporate Existence**

The corporate existence of the Corporation shall begin effective October 11, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on October 11, 1996

  
REGINALD J. CLYNE  
by J.C. Rodriguez as attorney-in-fact

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Reginald J. Clyne FL Bar Member 654302  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
**Let's Make Money, Inc.**

**REGISTERED AGENT:**  
**Reginald J. Clyne**  
**Clyne & Associates, P.A.**  
**2600 Douglas Road, Penthouse Two**  
**Coral Gables FL 33134**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
**REGINALD J. CLYNE**  
by J.C. Rodriguez as attorney-in-fact

Date: 10/11/96

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