

P96000090021

FILED

96 OCT 30 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 25, 1996

200001991032--0

-10/30/96--01105--014

***122.50 ***122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

As per my conversation with the New Filings office today,
I have enclosed the original Articles of Incorporation and
Certificate of Designation of Registered Office and
Registered Agent, as well as one copy of each.

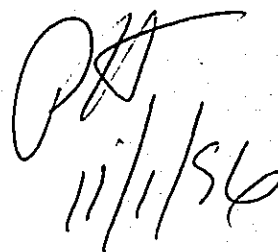
I have also enclosed a check in the amount of \$122.50 to
cover the initial filing fee, as well as for obtaining a
certified copy of our incorporation papers.

If you should have any questions, please feel free to
contact me at 1-813-845-0360.

Sincerely,



Charles A. Cutter



Articles of Incorporation FILED

96 OCT 30 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

MoneyPros, Inc.

2. The mailing address is:

9438 US. Hwy 19, N. #222, Port Richey, FL 34668

3. The corporation shall have the authority to issue 1,000 shares of common stock in one class only, with a par value of \$0.02.

4. The registered agent of the corporation is Charles A Cutter and the registered address is: 8136 Barberry, Port Richey, FL 34668

5. The initial board of directors shall have two members whose names and addresses are as follows:


Susan L. Stanton, 9415 Elaine Drive, New Port Richey, FL 34654

Charles A. Cutter, 8136 Barberry, Port Richey, FL 34668

The Number of directors may be raised or lowered by amendment of the by-laws, but in no case be less than one.

6. The incorporator of this corporation is Susan L. Stanton whose address is: 9415 Elaine Drive, New Port Richey, FL 34654

DATED: September 25, 1996



Incorporator

7. Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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 I am familiar with and accept the obligations of my position as registered agent.

DATED: September 25, 1996



Registered Agent

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

FILED

96 OCT 30 PM 2:30

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

MoneyPros, Inc.

1. The name and address of the corporation's registered agent and registered office is:

Charles A. Cutler
Name
8136 Barberry Drive,
Street address
Port Richey, FL 34668
City/State/ZIP

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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 I am familiar with and accept the obligations of my position as registered agent.

Charles A. Cutler
Signature of registered agent.
9/25/96
Date of signature