

P9700009833

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLA. 32314

800002069758--9
-01/28/97--01042--014-9
****122.50 ****122.50

SUBJECT: VINICIO, ENVIOS DE VALORES PENA CORPORATION
VINICIO MONEY TRANSMITTER PENA CORPORATION

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM: VINICIO PENA BASTARDO
Name (printed or typed)
3580 NW 17th AVENUE
MIAMI, FLORIDA 33142
(305) 638-0049/63708722

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97 JAN 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

 1/31



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

VINICIO PENA
3580 NW 17TH AVENUE
MIAMI, FL 33142

SUBJECT: VINICIO, ENVIO DE VALORES PENA CORPORATION
Ref. Number: W9700000655

We have received your document for VINICIO, ENVIO DE VALORES PENA CORPORATION and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The corporate name must be identical throughout the document.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00002653

CERTIFICATE OF INCORPORATION
OF
VINICIO, ENVIO DE VALORES PENA CORPORATION

We, the undersigned, in order to form a Corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be:

VINICIO, ENVIO DE VALORES PENA CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

- a) This Corporation is organized with the purpose to engage in the **Money Transfer** business and all other lawful activities permitted under the laws of the State of Florida and the United States of America.
- b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state, territory or government.
- c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural person, whether as principals, agents trustees or otherwise.
- d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.
- e) To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.
- f) To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation

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as necessary or incidental to the propection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives aphthous Corporation wheter or not such bussiness is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extent as natural person might or could do.

ARTICLE III

The maximun number of shares of stock wich this corporation shall have outstanding any time shall be One Thousand shares all of which shall be of ten dollar per values and which of each shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in service or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered office of the corporation is: 3580 N.W 17 th Avenue, Miami, Florida 33142 and the initial registered agent at such address is: Leocadio R. Suarez

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 3580 N.W 17 TH Avenue, Miami, Florida 33142.

ARTICLE VII

This Corporation shall have 1 director, 1 treasure - secretary iniatially. The number of director may be increased or diminished from time to time, by law adopted by the stockholders, but never be less than two.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this Corporation, who shall hold office for the first year of its existence or until successors are elected and qualified, are as follow:

Vinicio Pena Bastardo, Director - 3580 N.W 17TH Avenue, Miami Florida, 33142.
Leocadio Suarez, Treasure-Secretary - 3580 NW 17th Avenue, Miami Florida, 33142.

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than one thousand shares, the amount of capital with which the corporation will begin bussiness, is as follows:

<u>Vinicio Pena Bastardo</u>	<u>PRESIDENT</u>	<u>3580 N.W 17TH Ave, Miami</u>
(full name)	(title)	(address)

Florida, 33142 .

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by the offices who shall be elected by the Board of Directors, to wit: a President, one or more Vice-President, a Treasurer, and a Secretary; one or more of said officers may hold one or more offices except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.


ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.


ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statutes the Board of Directors is expressly authorized:

- a) To adopt and amend the by-laws of this Corporation, provided the amendments there to are not inconsistent with the by-laws adopted by the stockholders.
- b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.
- c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- d) When and as authorized by the affirmative vote of stockholders of record holding stock in the




Vinicio Perez Bastardo, President (seal)



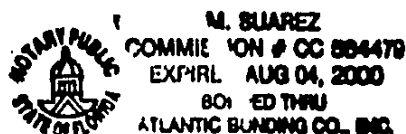
Leopoldo R. Suarez, Treasure - Secretary (seal)

COUNTY OF DADE **SS**

Vinicio Pena Bastardo


Leopoldo R. Suarez

MILAGROS SUAREZ
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE





M. SUAREZ
COMMISSION # CC 584479
EXPIRE: AUG 04, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

My commission expires: _____

STATE OF FLORIDA)

SS

COUNTY OF DADE)

Before me, the undersigned authority, personally appeared Vinicio Pena Bastardo, to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation.

Vinicio Pena Bastardo

Leopoldo R. Suarez

Sworn to and subscribed before me on this 17 day of December 1996.

MILAGROS SUAREZ
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



M. SUAREZ
COMMISSION # CC 584479
EXPIRE: AUG 04, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

My commission expires: _____

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is : VINICIO ENVIO DE VALORES PENA CORPORATION
2. The name and address of the registered agent and office is:

Leocadio R. Suarez
3580 N.W 17TH Avenue
Miami, Florida 33142

SIGNATURE: 

TITLE: Treasurer - Secretary

DATE: 12-17-96

HAVING BEEN NAMED AS 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

DATE: 12/18/96 -

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TALLAHASSEE FLORIDA