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TRANSMITTAL LETTER

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

900002359429--5
-12/01/97--01139--016
****122.50 ****122.50

SUBJECT: THE PENNY EXCHANGE, INC
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 122.50.

FROM:

Patricia A. King
Name (printed or typed)
3461 11th AVE NORTH
Address
ST. PETERSBURG FLORIDA 33713
City, State, & Zip
(813) 328-2489
Telephone Number

FILED
97 DEC -1 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

OB
12-2-97

ARTICLES OF INCORPORATION

OF

FILED

97 DEC -1 AM 8:58

THE Penny Exchange, Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE Penny Exchange, Inc

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3461 11TH AVE NORTH
ST. PETERSBURG FLORIDA 33713

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

PATRICIA A. King
3461 11TH AVE NORTH
ST. PETERSBURG FLORIDA
33713

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

PATRICIA A. King

3461 11TH AVE NORTH

ST. PETERSBURG FLORIDA

33713

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26TH day of November, 19 97.

Patricia A. King
Signature

Signature

Signature

Articles of Incorporation

Filing Fee - \$35

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE Penny Exchange, Inc

2. The name and address of the registered agent and office is:

PATRICIA A. King
(NAME)

3461 11TH AVE NORTH
(P.O. BOX NOT ACCEPTABLE)

ST. Petersburg Florida 33713
(CITY/STATE/ZIP)

FILED
97 DEC -1 AM 8:59
STATE
TALLAHASSEE, FLORIDA

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Patricia A. King

DATE Nov 26, 1997