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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: INTERMEX TRANSFERS, INC.

AUDIT NUMBER. . . . . H98000000209

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**EFFECTIVE DATE**  
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1-7-98

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## ARTICLES OF INCORPORATION

OF

### INTERMEX TRANSFERS, INC.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, does hereby associate to form a corporation for profit under the laws of the State of Florida. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State.

#### ARTICLE I CORPORATE NAME

The name of this corporation is **INTERMEX TRANSFERS, INC.**

#### ARTICLE II NATURE OF BUSINESS

**EFFECTIVE DATE**  
01-02-98

General nature of the business or businesses to be transacted by this corporation is:

- (a) To do any and all of the acts and to exercise any and all of the powers now or hereafter authorized under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.
- (b) To do any and all of the things herein set forth and everything necessary, suitable or proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or the furtherance of any of the powers, of which shall appear to be conducive or expedient for the protection or benefit of this corporation to the same extent as natural persons might or could do, and in any part of the world as principal, agent, contractor, or otherwise, and either alone or in association with other corporations, firms, or individuals.

#### ARTICLE III SHARES

The maximum number of shares of stock authorized to be issued by this corporation is 1,000 shares of capital stock of the par value of ZERO (-0-) DOLLARS per share, all of which shall have the same rights and privileges. Each Share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder's meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such considerations as may be determined by the Board of Directors. They may be paid for in lawful money of the United States of America, or in such property,

These Articles of Incorporation Were Prepared by:

Henry E. Marinello,  
9890 S.W. 136 Street, Miami, Florida, 33176  
(305) 238-1134

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labor or services. In the absence of fraud, the judgement of the Directors as to the value of property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

The corporation shall have pre-emptive rights to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by this Certificate of Incorporation or by an Amended Certificate duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

#### **ARTICLE IV** **DURATION**

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

#### **ARTICLE V** **PLACE OF BUSINESS AND DESIGNATION OF REGISTERED AGENT**

The street address of the corporation's principal office is 11060 North Kendall Drive, Miami, Florida, 33176. The name and address of the registered agent is John Boris Rincon, 11060 North Kendall Drive, Miami, Florida, 33176.

#### **ARTICLE VI** **DIRECTORS**

The corporation shall have one director initially. The number of Directors may be increased or diminished from time to time by the By-laws adopted by the stockholders. Vacancies on the Board of Directors may be filled in any special meeting of the stockholders or at any meeting of the Directors. Directors need not be stockholders of the corporation. They shall hold office after their election for a period of one (1) year or until their successors are duly elected and qualified, subject to their removal by the stockholders at any time with or without cause.

The Board of Directors shall have complete charge of the business of the corporation and shall have the power to elect committees of the Board and to delegate to them, as well as to the officers of the corporation, such powers in the conduct of the corporation business as may be deemed advisable. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice-President, Secretary and Treasurer and such officers as the Board of Directors may deem advisable and shall determine the compensation of such officers, including those who may also be directors. None of these officers are required to be stockholders of the corporation. All such officers shall have such rank, tenure of office, powers and duties as may be prescribed by the By-laws or Directors by appropriate resolution.

The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by new issue.

**ARTICLE VII**  
**DESIGNATION OF THE FIRST BOARD OF DIRECTORS**

The name and street address of the member of the first Board of Directors is:

- (1) **John Boris Rincon**  
**11060 North Kendall Drive**  
**Miami, Florida 33176**

**ARTICLE VIII**  
**SUBSCRIBER OF ARTICLES OF INCORPORATION**

The name and address of the subscriber of these Articles of Incorporation is:

**John Boris Rincon**  
**11060 North Kendall Drive**  
**Miami, Florida 33176**

**ARTICLE IX**  
**AUTHORITY OF DIRECTORS TO CONTRACT**

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is or are a Director or Directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this corporation is a party to, or are parties to, or interested in such contract or transaction; provided that each such case, the nature of and the extent of such Director or Directors and such contract or other transaction or the fact that such Director or Directors is or are a Director or Directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

**ARTICLE X**  
**INDEMNITY OF DIRECTORS**

The corporation shall indemnify every Director or Officer, his heirs, executors and administrators against: Expenses reasonably incurred by him in connection with any action, suit or proceeding which he may be made a party by reason of his being or having been a Director or Officer of the corporation, or at the request of any other corporation which is a stockholder or creditor from which he is not entitled to be indemnified, except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a

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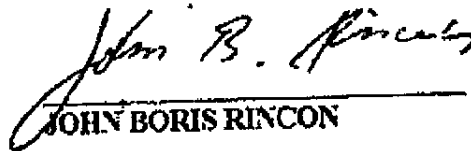
breach of duty. The foregoing rights of indemnification shall not be exclusive of other rights to which he may be entitled.

ARTICLE XI  
EFFECTIVE DATE OF CORPORATION

The effective date of this corporation shall be January 2, 1998.

IN WITNESS WHEREOF, we have hereto set our hands and seals this 5th day of January,

1998.

  
JOHN BORIS RINCON

DESIGNATION OF RESIDENT AGENT

The undersigned hereby accepts the designation as Resident Agent of INTERMEX TRANSFERS, INC., pursuant to Article V of the Articles of Incorporation hereto fore filed with the State. the initial registered office will be 11060 North Kendall Drive, Miami, Florida, 33176.

  
JOHN BORIS RINCON

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