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(Requestor's Name)

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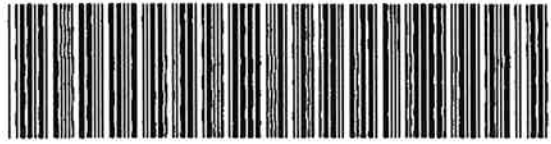
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SECRETARY OF STATE
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Amend & rest.
C.COULLETTE

JAN 23 2012

EXAMINER

Igler & Dougherty, P.A.

Requester's Name

2457 Care Drive

Address

Tallahassee, Florida 32308

City/State/Zip

(850) 878-2411

Phone Number

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CORPORATION NAME(S) & DOCUMENT NUMBERS(S), (if known):

1. Currency Exchange International Corp. PA8000031941
(Corporation Name) (Document Number)

2. _____
(Corporation Name) (Document Number)

3. _____
(Corporation Name) (Document Number)

4. _____
(Corporation Name) (Document Number)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CURRENCY EXCHANGE INTERNATIONAL CORP.**

Pursuant to Section 607.1003 *Florida Statutes* the undersigned hereby files these Amended and Restated Articles of Incorporation as adopted by the corporation's board of directors and shareholders.

ARTICLE I

Name and Principal Office

The name of this Corporation shall be Currency Exchange International, Corp. The principal place of business and the mailing address of this Corporation is, 4901 Vineland Road, Suite 580 Orlando, Florida 32811.

ARTICLE II

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Stock

The Corporation is authorized to issue the following shares of capital stock

Common Stock. The aggregate number of shares of common stock this Corporation shall have authority to issue is one hundred million (100,000,000). Common Stock shall have a par value of one dollar (\$1.00) per share, and shall be issued at fair market value as determined by the Board of Directors.

Every holder of shares in the corporation shall be entitled to have a certificate, representing all shares to which he is entitled. The shares shall be fully paid and non-assessable and no certificate for a share shall be issued until the full amount of the consideration has been paid, and if such consideration is property or past services then such consideration shall not be less in value than the fair equivalent of the money the Corporation would have received if the share had been issued for money. Consideration received by the Corporation on the issuance of shares shall not be in the form of promissory notes or services to be performed, or any combination thereof. Directors of the Corporation who vote for or consent to a resolution authorizing the issue of a share for a consideration other than money are jointly and severally liable to the Corporation to make good any amount by which the consideration received is less than the fair equivalent of the money that the Corporation would have received if the share had been issued for money on the date of the resolution.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders

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Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 2,000,000, and shall be issued at fair market value as determined by the Board of Directors.

The Board of Directors of the Corporation shall be empowered to divide any and all shares of the Preferred Stock into no more than two classes and to fix and determine the relative rights and preferences of the shares of those classes so established in accordance with Section 607.0602 of the Florida Business Corporation Act, but the terms and conditions of each such class shall be within the following parameters:

(i) the annual rate of dividends payable on shares of such class must be determined by the Board to be within the market rate payable on instruments of like kind whether in cash or in stock;

(ii) the rights, if any, of the holders of shares of such class to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class of Preferred Stock and the terms and conditions of such conversion or exchange must be such that the conversion occurs at the fair market value of the Common Stock at the time of conversion; and

(iii) if the shares of such class have voting rights such voting rights shall not exceed the number of votes a Common Stockholder would have if he or she purchased Common Stock for fair market value with the consideration paid for the Preferred Stock.

The Board of Directors shall have the power to reclassify any un-issued shares of any class of Preferred Stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, but subject to the limitations described in the above provisions.

ARTICLE IV Quorum

Shares entitled to vote may take action on a matter at a meeting only if a quorum exists. A quorum shall exist when at least two shareholders entitled to vote are present at the meeting, present in person or by proxy.

ARTICLE V Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VI Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII
Number of Directors**

This Corporation shall have three or more directors, all of whom shall be in one class and shall have the same voting rights. The number of directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the board of directors or the shareholders.

**ARTICLE VIII
Officers**

The Corporation shall have a President and a Secretary/Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE IX
Transactions in Which Directors
or Officers are Interested**

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if:

- (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction and, if such matter required approval of the shareholders, the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon;
- (2) the director required to make a disclosure under this subsection (1) does not vote on any resolution to approve the contract or transaction unless the contract or transaction:
 - (i) related primarily to his or her remuneration as a director, officer, employee or agent of the Corporation or an affiliate;
 - (ii) is for indemnity or insurance under Article X; or
 - (iii) is with an affiliate;

and

- (3) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE X

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to

indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

ARTICLE XI

Bylaws

The Board of Directors may, by resolution, make, amend or repeal any bylaws that regulate the business or affairs of the Corporation.

Where the directors make, amend or repeal a bylaw, they shall submit the bylaw, amendment or repeal to the shareholders at the next meeting of shareholders, and the shareholders may confirm, reject or amend the bylaw, amendment or repeal.

Where a bylaw is made, amended or repealed, the bylaw, amendment or repeal is effective from the date of the resolution of the directors until it is confirmed, confirmed as amended or rejected by the shareholders or until it ceases to be effective and, where the bylaw is confirmed or confirmed as amended, it continues in effect in the form in which it was so confirmed.

If a bylaw or an amendment or repeal of a bylaw is rejected by the shareholders, or if the directors do not submit the bylaw, amendment or repeal to the shareholders, the bylaw, amendment or repeal ceases to be effective on the date of such rejection or on the date of the meeting of shareholders at which it should have been submitted, as the case may be, and no subsequent resolution of the directors to make, amend or repeal a bylaw having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the shareholders.

If a shareholder proposal to make, amend or repeal a bylaw is made and is adopted by shareholders at a meeting, the bylaw, amendment or repeal is effective from the date of its adoption and requires no further confirmation.

ARTICLE XII Amendment

Any amendment to these Articles of Incorporation which alters the fundamental rights of any class of shareholders is subject to Appraisal Rights under Section 607.1301 et. seq. Florida Statutes and must be approved by a vote of no less than two-thirds (2/3) of the outstanding shares of the class of shareholders affected. These Articles of Incorporation may otherwise be amended in any manner now or hereafter provided for by law. All rights conferred upon shareholders hereunder are granted subject to this reservation of the right to amend under this Article XII.

CERTIFICATE

The undersigned, being the duly elected incumbent President of Currency Exchange International Corp., (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Amended and Restated Articles were duly adopted by the Board of Directors on January 20, 2012, and by the holders of a majority of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the amendment, on January 20, 2012, and the number of votes cast for the amendment was sufficient for approval by the holders of Common Stock.

IN WITNESS WHEREOF, the undersigned, being the President of Currency Exchange International Corp. has executed these Amended and Restated Articles of Incorporation this 20th day of January, 2012.



Randolph Pinna, President