Form 27

***Securities Act* (Ontario)**

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE ACT

Item 1. - Reporting Issuer:

Foreign Currency Exchange Corp. (the "Company")
5750 Major Blvd.
Suite 200
Orlando, Florida
U.S.A. 32819

Item 2. - Date of Material Change:

December 19, 2002.

Item 3. - Press Release:

The Company issued a press release in respect of this material change was issued in Toronto, Ontario on December 19, 2002 via CCN Matthews.

Item 4. - Summary of Material Change:

See item 5 below.

Item 5. - Full Description of Material Change:

The Company announced that it had recently received an unsolicited expression of interest to acquire the Company. No formal offer has been presented to the Company at this time. Should a formal offer be received, the Company's Board will review it and respond in the appropriate manner.

Item 6. - Reliance on Section 75(3) of the Act:

Not Applicable

Item 7. - Omitted Information:

Not Applicable

Item 8. - Senior Officers:

For further information with respect to this material change, please contact:

Randolph W. Pinna
President and Chief Executive Officer
(800) 999-0689

Item 9. - Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 27th day of December 2002.

Foreign Currency Exchange Corp.

By: "*David Rogers*"

David Rogers, Secretary