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To: Division of Corporations  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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FLORIDA PROFIT CORPORATION OR P.A.

WEB REWARDS, INC.

Certificate of Status	0
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(A)

ARTICLES OF INCORPORATION

of

WEB REWARDS, INC.

(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: WEB REWARDS, INC.  
Address: 9506 SO. RED ROAD MIAMI, FLORIDA 33156

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue TEN Million <sup>10,000,000</sup> (          ) Shares of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

Prepared By: Douglas W. OESTERLE  
9506 SO. RED ROAD  
MIAMI, FLORIDA 33156

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: DOUGLAS W. OESTERLE  
Address: 9566 So. RED ROAD  
City: MIAMI State: FLORIDA Zip: 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: SCOTT D. HUFFMAN  
Address: 1684 NOGATEE DR  
City: MIAMI State: FL Zip: 33133

Name: WADE D JONES  
Address: 15217 SW 170 TERRACE  
City: MIAMI State: FLA. Zip: 33186

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of FEB, 1999.



CRISTINA R. LIMA  
COMMISSION # CC 441747  
EXPIRES FEB 26, 1999  
5000 N. BAY  
ATLANTIC FINANCIAL CO., INC.

[Signature] (Seal)

[Signature] (Seal)

Name: SCOTT D. HUFFMAN  
Address: 1684 NOGATEE DR  
City: MIAMI State: FL Zip: 33133

Name: WADE D JONES  
Address: 15217 SW 170 TERRACE  
City: MIAMI State: FLA. Zip: 33186

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT 0000027189

Certificate of Registered Agent

of:

WEB REWARDS, INC.

Pursuant to Florida Statutes, Section 48.091 and 607.034, the following is submitted: The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at: 9506 So. RED ROAD

MIAMI FLORIDA 33156

has named: Douglas W. Oesterle

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

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ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at this place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Douglas W. Oesterle

Registered Agent

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