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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESUBMIT

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FOREIGN PROFIT QUALIFICATION

ONREBATE.COM INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 26, 2004

CORPORATION SERVICE COMPANY

RESUBMIT

SUBJECT: ONREBATE.COM INC.
REF: W04000020453

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FAX Aud. #: H04000112494
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DIVISION OF CORPORATION

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

2004 MAY 25 A 9:54

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA, TALLAHASSEE, FLORIDA.1. ONREDATE.COM INC.(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 11-3512329

(FEI number, if applicable)

4. 8/4/99

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)7. 7795 West Flagler Street, Miami, FL 33144

(Principal office address)

7795 West Flagler Street, Miami, FL 33144

(Current mailing address)

8. Redemption of rebates and sale of merchandise.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)Name: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Steven Goldscheip, Vice President

(Typed or printed name and capacity of person signing application)

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OFFICERS AND DIRECTORS OF ONREBATE.COM INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS

CHAIRMAN: RICHARD LEEDS
PRESIDENT: JOE DUNNE
VICE PRESIDENT: STEVEN GOLDSCHNIN
TREASURER: MICHAEL SPEILLER
SECRETARY: CURT RUSH

DIRECTORS

RICHARD LEEDS
ROBERT LEEDS
BRUCE LEEDS

THE ADDRESS FOR RICHARD LEEDS, BRUCE LEEDS, ROBERT LEEDS,
STEVEN GOLDSCHNIN, MICHAEL SPEILLER AND CURT RUSH IS 11 HARBOR
PARK DRIVE, PORT WASHINGTON, NY 11050

THE ADDRESS FOR JOE DUNNE IS 7795 WEST FLAGLER STREET, MIAMI, FL
33144.

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Delaware

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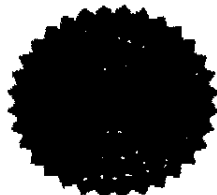
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONREBATE.COM INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ONREBATE.COM INC." WAS INCORPORATED ON THE FOURTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3131320

DATE: 05-25-04

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