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Florida Department of State

Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

AllStarRewards, Inc.

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L Burch APR 8 2008

H080000885073**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**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.**

1. AllStarRewards, 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. Kentucky

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

3. 61-1360596

(FEI number, if applicable)

4. 1/5/2000

(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. 3900 Crosby Dr, Suite 2204, Lexington, Kentucky 40515

(Principal office address)

3900 Crosby Dr, Suite 2204, Lexington, Kentucky 40515

(Current mailing address)

8. Provide Incentive Program Management Services

(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: Business Filings Incorporated

Office Address: 1203 Governors Square Blvd, Suite 101

Tallahassee, Florida 32301-2960
(City) (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.

Mark Williams A.V.P., Business Filings Incorporated Mark Williams

(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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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Dennis DowningAddress: 3900 Crosby Dr, Suite 2204, Lexington, Kentucky 40515Director: Gary MintonAddress: 3449 Birkenhead Dr, Lexington, Kentucky 40503**B. OFFICERS**President: Dennis DowningAddress: 3900 Crosby Dr, Suite 2204, Lexington, Kentucky 40515Vice President: Gary MintonAddress: 3449 Birkenhead Dr, Lexington, Kentucky 40503Secretary: Karen DowningAddress: 3900 Crosby Dr, Suite 2204, Lexington, Kentucky 40515Treasurer: Karen DowningAddress: 3900 Crosby Dr, Suite 2204, Lexington, Kentucky 40515

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. Dennis Downing, President
(Typed or printed name and capacity of person signing application)

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**Application by Foreign Corporation
For Authorization to Transact Business in Florida**

AllStarRewards, Inc.

12. a) Additional Directors:

Dallas Reeve, 7809 N EUCLID, KANSAS CITY, Missouri 64118

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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Commonwealth of Kentucky
Trey Grayson, Secretary of State

4/1/2008

Division of Corporations
Business Filings

P. O. Box 718
Frankfort, KY 40602
(502) 564-2848
<http://www.sos.ky.gov>

Certificate of Existence

Authentication Number: 62843

Jurisdiction: Florida

Visit <http://apps.sos.ky.gov/business/obdb/certvaldate.aspx> to authenticate this certificate.

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ALLSTARREWARDS, INC.

is a corporation duly incorporated and existing under KRS Chapter 271B, whose date of incorporation is January 5, 2000 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 1st day of April, 2008.



Tn6z
Trey Grayson
Secretary of State
Commonwealth of Kentucky
62843/0486409

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SECRETARY OF STATE
TALMADGE, FLORIDA

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