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The Law Office of Chris M. Vorbeck, P.A.

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Sarasota, FL 34231
(941) 921-3124
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CHRIS M. VORBECK, Esq.
LL.M. – Taxation

August 25, 1998

Also Admitted In Georgia

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 AUG 27 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: The Referral Factory, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and certificate of designation of registered office/agent and our check for \$122.50.

FROM: Chris M. Vorbeck
1801 Glengary
Sarasota, FL 34231
(941) 921-3124

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F. CHECKER AUG 31 1998

**ARTICLES OF INCORPORATION
FOR
THE REFERRAL FACTORY, INC.**

(a corporation not for profit)

The undersigned, acting as incorporator, of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be The Referral Factory, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The principal place of business and mailing address of the corporation shall be:

1801 Glengary Street
Sarasota, FL 34231

ARTICLE IV

The corporation shall have directors which shall be elected by the members of the corporation in a manner which shall be fully described within the Bylaws of the above named corporation.

ARTICLE IV

The initial Registered Agent of the corporation shall be Chris M. Vorbeck located at the corporations registered office:

1801 Glengary Street
Sarasota, FL 34231

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ARTICLE V

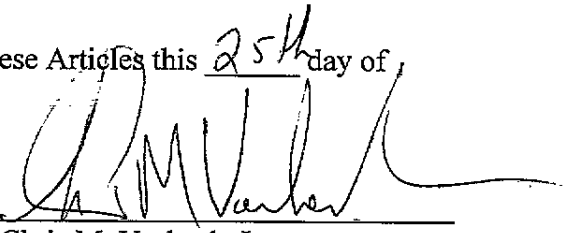
The incorporator of the corporation is:

Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231

ARTICLE VI

The purpose or purposes for which the corporation is organized are to provide a legal entity for the activity or operation of a referral networking club as permitted under the laws of the United States and of this state..

The undersigned incorporator has executed these Articles this 25th day of August, 1998.


Chris M. Vorbeck, Incorporator

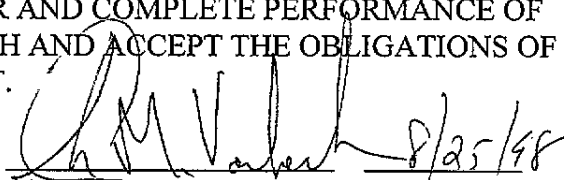
**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of sections 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is The Referral Factory, Inc.
2. The name and address of the registered agent and office is:

Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Chris M. Vorbeck

8/25/98
Date

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TALLAHASSEE, FLORIDA