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December 17, 1999

Brendolyn Bruton  
Secretary of State  
Division of Corporations  
P O Box 6327  
Tallahassee FL 32314

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-02/18/00--01096--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Referral Marketing Systems, Inc

Gentlemen;

Enclosed please find the original and one copy of Articles of Incorporation. In addition, you will find enclosed a cashiers check for \$87.50 for the fees for this company.

This represents the cost of filing fees, a certified copy of the Articles of Incorporation, and the Certificate of Status.

Sincerely,

*Charlene Graeber Peck*

Charlene Graeber Peck, President  
Referral Marketing Systems, Inc  
234 Griffin Drive  
Casselberry FL 32707  
Voice: 407-331-3949  
Fax: 407-331-6077  
Email: ~~ReferralCoach@email.msn.com~~

*Charlene@referral-marketing.com*

FILED  
00 FEB 18 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAILING ADDRESS OF CORPORATION:

Charlene Graeber Peck, President  
Referral Marketing Systems, Inc  
234 Griffin Drive  
Casselberry FL 32707

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CC  
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ARTICLES OF INCORPORATION  
of  
Referral Marketing Systems, Inc

FILED  
00 FEB 18 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I Corporate Name

The name of the corporation is Referral Marketing Systems, Inc

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 conducting any business as permitted under the laws of Florida or any other state, county, territory, or nation.

Article IV Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

Article V Initial Register Office and Agent

The principal office and mailing address of the corporation is:

Referral Marketing Systems, Inc  
234 Griffin Drive  
Casselberry FL 32707

The name and address of the Initial Register Agent is:  
Charlene Graeber Peck  
234 Griffin Drive  
Casselberry FL 32707

Article VI Initial Board of Directors

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

Charlene Graeber Peck  
234 Griffin Drive  
Casselberry FL 32707

Article VII Incorporators

The name and addresses of the initial incorporator(s) is (are):

Charlene Graeber Peck  
234 Griffin Drive  
Casselberry FL 32707

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation the 17 day of December 1999.

Charlene Graeber Peck  
Charlene Graeber Peck

State of Florida

SS

County of Orange

Before me, a Notary Public authorized to take acknowledgements in the State and County as set forth above, personally appeared Charlene Graeber Peck known to me or provided the following identification: \_\_\_\_\_

and known to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 17 day of December, 1999.

[Signature]

(Notary Public, State of Florida)

seal



Susan B Rogers  
My Commission CC853486  
Expires July 11, 2003

My commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTER AGENT

FILED  
FEB 18 PM 4:48  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CERTIFICATE OF REGISTER AGENT  
Of  
Referral Marketing Systems, Inc

Pursuant to Florida statutes sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its register office as indicated in the Articles of Incorporation at  
Charlene Graeber Peck  
234 Griffin Drive  
Casselberry FL 32707  
has named Charlene Graeber Peck located at the aforesaid address, as its Register Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named Register Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

  
Charlene Graeber Peck, President