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FILED

01 FEB -5 AM 9:44

February 2, 2004
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: EXCEPTIONAL REWARDS, INC.
Articles of Incorporation

300003634093--0
-02/05/01--01146--007
****128.75 *****78.75

"SPEAK ANOTHER LANGUAGE"
Fictitious Name Application

Gentlemen:

I enclose an originally executed set of Articles of Incorporation, as well as one copy, for the following corporation: **EXCEPTIONAL REWARDS, INC.**, a Florida corporation. Please file same with the Florida Secretary of State's office immediately upon your receipt of these Articles, and return a copy to me by regular mail as proof of filing, as well as a Certificate of Status.

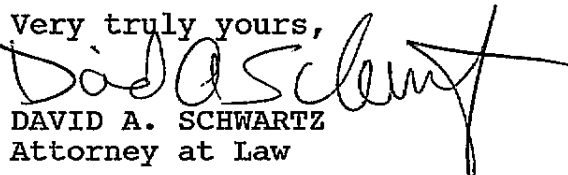
I additionally enclose an Application for Registration of Fictitious Name for **"SPEAK ANOTHER LANGUAGE"**, a fictitious name to be owned by this newly created corporation indicated above. Please file this Application immediately upon your receipt, and return confirmation of said filing directly to the undersigned.

I enclose my check number 1007 in the amount of \$128.75 in full payment of the requisite incorporation and fictitious name filings, as follows:

Articles of Incorporation and Certificate of Status	\$ 78.75
Application for Registration of Fictitious Name	50.00
Total.....	\$ 128.75

Thank you for your assistance in this matter.

Very truly yours,


DAVID A. SCHWARTZ
Attorney at Law

DAS:ch
Enclosure as indicated

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**ARTICLES OF INCORPORATION
OF
EXCEPTIONAL REWARDS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is **EXCEPTIONAL REWARDS, INC.**, having a principal place of business at 6700 Cypress Road, Suite 201, Plantation, Florida 33317.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence upon the filing of these Articles.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 5,000 Shares of Common Stock of \$0.01 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: David A. Schwartz, Esquire, 8181 West Broward Boulevard, Suite 204, Plantation, Florida 33324.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Kirk Taylor, 6700 Cypress Road, Suite 201, Plantation, Florida 33317.

ARTICLE VI

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at the City of Plantation, Broward County, Florida, for the uses and purposes aforesaid this 2nd day of February, 2001.

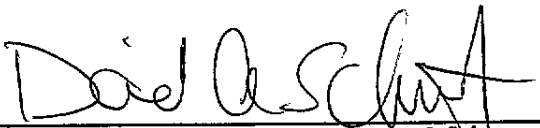


KIRK TAYLOR
INCORPORATOR

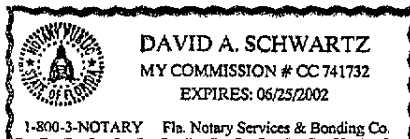
STATE OF FLORIDA)
 : SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Kirk Taylor, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Plantation, Broward County, Florida, this 2nd day of February, 2001.


(Signature of Notary Public -
State of Florida)

My Commission Expires:



Personally Known ☐ OR Produced Identification ☐

Type of Identification Produced: ONTARIO DRIVERS LICENSE

DID Take Oath ☒ OR DID NOT Take Oath ☐


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

EXCEPTIONAL REWARDS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Plantation, County of Broward, State of Florida, has named David A. Schwartz, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.0505 of the Florida Statutes.

By 
DAVID A. SCHWARTZ
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA