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1.) Employee Discount Service, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION
OF
EMPLOYEE DISCOUNT SERVICE, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: EMPLOYEE DISCOUNT SERVICE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6405 San Michel Way, Del Ray Beach, Florida 33484.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time are: 1,000 with No par value.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Sheldon Kramer and the mailing address of its initial agent is : 6405 San Michel Way, Del Ray Beach, Florida 33484.

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
Elizabeth Shewell, 701 Renner Road, Wilmington, Delaware 19810.

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ARTICLE VI

DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII

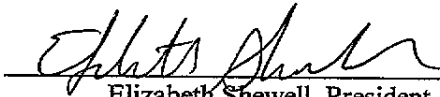
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the persons who are to serve as members of the initial board of directors of the corporation are as follows:

Sheldon Kramer, 6405 San Michel Way, Del Ray Beach, Florida 33484

The undersigned incorporator has executed these Articles of Incorporation this nineteenth day of February 2001 .


Elizabeth Shewell, President
Corporate Consulting Ltd.

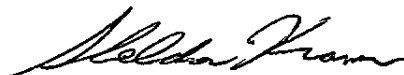
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: EMPLOYEE DISCOUNT SERVICE, INC.
2. The name and address of the registered agent and office is:

Sheldon Kramer , 6405 San Michel Way, Del Ray Beach, Florida 33484

Having been named as registered agent 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.



2/15/01

(Date)

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