

PO1000109622
LAW OFFICES
JOHN VERNON HEAD, P. A.

209 EAST RIDGEWOOD STREET
ORLANDO, FLORIDA 32801

October 29, 2001

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attention: New Filings

Re: Filing of Articles of Incorporation of
NATIONAL REBATE SERVICES, INC.

100004678581--1
-11/14/01--01047--005
*****78.75 *****78.75

Gentlemen:

Enclosed please find the Articles of Incorporation for NATIONAL REBATE SERVICES, INC. and the Certificate of Serena Peregood as its registered agent.

Please file these immediately and return a stamped copy and certificate of filing to us as soon as possible.

We enclose our check in the amount of \$ 78.75 to cover the cost of this filing.

Thank you for your kind cooperation.

Sincerely,


John Vernon Head

/so

D. BROWN NOV 1 5 2001

ARTICLES OF INCORPORATION
OF
NATIONAL REBATE SERVICES, INC.

FILED
01 NOV 14 AM 10:20
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 "NATIONAL REBATE SERVICES, 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 engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000,000 shares of One Tenth of One Cent Dollar (\$ 0.001) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent and Registered Office of this Corporation is:

Name: Serena Peregood
Address: 315 DeSoto Circle
Suite 2
Orlando, Florida 32804

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office of NATIONAL REBATE SERVICES, INC., is as follows:

315 DeSoto Circle, Suite # 2
Orlando, Florida 32804

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

Name: Serena Peregood
Address: 315 DeSoto Circle, Suite # 2
City: Orlando, Florida 32804

Name: John Wunder
Address: 101 Shady Beach Trail
City: Ormond Beach, FL 32174

ARTICLE VIII - INCORPORATOR

The incorporators of NATIONAL REBATE SERVICES, INC. are:

Name: Serena Peregood
Address: 315 DeSoto Circle, Suite # 2
City: Orlando, Florida 32804

And

Name: John Wunder
Address: 101 Shady Beach Trail
City: Ormond Beach, FL 32174

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X - ELECTION OF BOARD OF DIRECTORS

Changes in the number of directors or in the initial Board of Directors shall be by vote of the shareholders and shall require a majority vote to effect a change.

ARTICLE XI - DECISIONS OF BOARD OF DIRECTORS

Decisions of the Board of Directors effecting the nature of the business of the Corporation or dissolution of the Corporation shall require a majority vote to be effective.

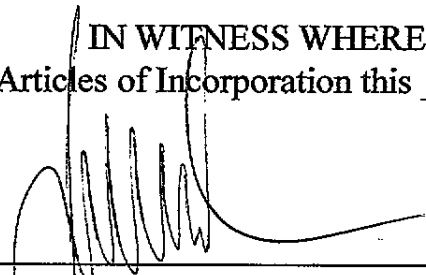
ARTICLE XII - ACTIONS BY DIRECTORS WITHOUT A MEETING

Members of the Board of Directors of this Corporation may take action by written consent, as provided by law.

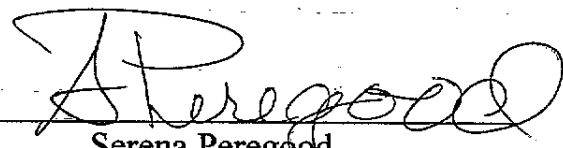
ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11th day of October, 2001.



John Wunder

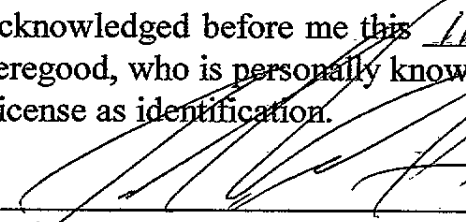


Serena Peregood

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of October, 2001, by Serena Peregood, who is personally known to me or who has produced his Florida driver's license as identification.



John Vernon Head
Notary Public



John Vernon Head
MY COMMISSION # CC698893 EXPIRES
March 3, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

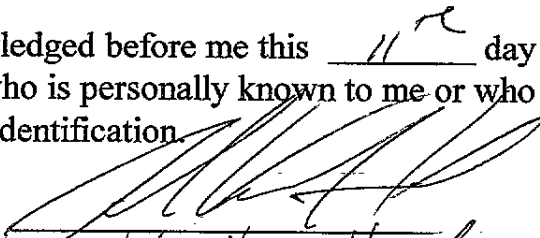
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of October, 2001, by John Wunder, who is personally known to me or who has produced his Florida driver's license as identification.



John Vernon Head
MY COMMISSION # CC698893 EXPIRES
March 3, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


John Vernon Head
Notary Public

My Commission Expires:

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

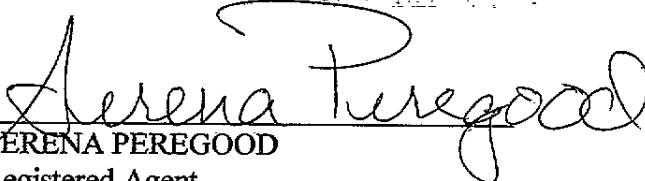
**CERTIFICATE OF REGISTERED AGENT
OF
NATIONAL REBATE SERVICES, INC.**

FILED
01 NOV 14 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 48.091 and 60.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation 315 DeSoto Circle, Orlando, Florida, 32804, has named Serena Peregood, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


SERENA PEREGOOD
Registered Agent