

VIA OVERNIGHT MAIL

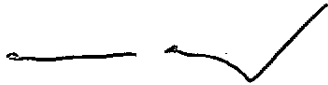
Doris Brown
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation

Dear Ms. Brown:

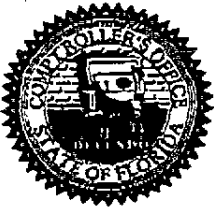
Enclosed are the revised articles of incorporation using the new name, FreebiemailBank, Inc., approved by the division of banking. I am also attaching the approval letter from the division of banking as well as your original letter. Please make the appropriate corporate change to reflect the new name, FreebiemailBank, Inc. Feel free to call me with any questions.

Sincerely,


Ayal Chomsky
General Counsel

FILED
02 FEB 14 PM 4:43
FEBRUARY 13, 2002
TALLAHASSEE, FLORIDA

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

February 12, 2002

Mr. Ayal Chomsky
2500 N. Military Trail
Suite 210
Boca Raton, Florida 33431

Dear Mr. Chomsky:

Re: FreebiemailBank, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Hager", is written over a horizontal line.

Alex Hager
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

FILED
02 FEB 14 PM 4:43
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 16, 2002

PATRICIA SAFER
2500 N. MILITARY TRAIL
SUITE 210
BOCA RATON, FL 33431

SUBJECT: FREEBIEBANK, INC.
Ref. Number: W02000001363

We have received your document for FREEBIEBANK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 002A00002308

ARTICLES OF INCORPORATION
OF
FREEBIEMAILBANK, INC.

FILED
02 FEB 14 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is: FreebiemailBank. Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Principal Office

The principal place of business and/or mailing address of this corporation shall be:

2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

Article V

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of (\$0.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 2500 N. Military Trail, Suite 210, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at the address is: Patricia Safer.

Article VII

Officers

This corporation shall have the following officers;

Scott Greaux President

2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

Scott Kurland Vice-President

2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

Daniel Kurland Secretary

2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

Patricia Safer Treasurer

2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

Article VIII

Initial Board of Directors

This corporation shall have the following number of directors initially; Two (2). The numbers of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than Two (2). The names and addresses of the initial directors of this corporation are:

Patricia Safer

2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

Scott Greaux

2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

Article IX

Incorporators

The name and address of the person signing these Articles is:

Patricia Safer

2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

Article X

Powers

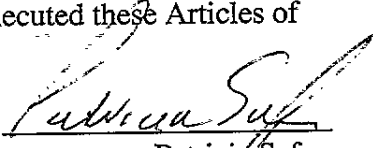
This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 10, 2002


Patricia Safer.

CERTIFICAATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

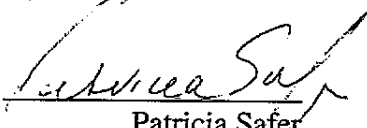
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.051, Florida Statute, 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: FreebiemailBank, Inc.
2. The name and address of the registered agent and office is:

Patricia Safer
2500 N. Military Trail, Suite 210
Boca Raton, Florida 33431

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES 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 POWER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Patricia Safer

Date: February 13, 2002