

LAW OFFICES OF
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September 1, 2002

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-09/13/02--01056--015
****236.25 *****78.75

RE: Articles of Incorporation/
DESTINATION REWARDS, INC.,
INCENTIVE & LOYALTY SOLUTIONS, INC. and
NATIONAL HEALTH PLAN, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of each of the above referenced Articles of Incorporation for the above referenced corporations.

Also enclosed is a check in the amount of \$236.25 for filing, certified copies and Registered Agent fees as follows for the three corporations.

Filing Fees	\$ 105.00
Cert. copies	26.25
Reg. Agents	<u>105.00</u>
Amount	\$ 236.25

Your expediency in returning three sets of these filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire, Esq.

RIC/mh
Enclosures/check

FILED
02 SEP 13 AM 9:44
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

DESTINATION REWARDS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**Destination Rewards, Inc.
2000 W. Commercial Blvd.
Suite 133
Ft. Lauderdale, Florida 33309**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To market and sell travel incentive programs and direct mail.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 5295 Town Center Road, Suite 301, Boca Raton, Florida 33486 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

David Shaw, Director	2000 W. Commercial Blvd. Suite 133 Ft. Lauderdale, Florida 33309
Chris Schroeder, Director	2000 W. Commercial Blvd. Suite 133 Ft. Lauderdale, Florida 33309

ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

David Shaw, President/ Secretary/Treasurer	2000 W. Commercial Blvd. Suite 133 Ft. Lauderdale, FL 33309
Chris Schroeder, Vice President	2000 W. Commercial Blvd. Suite 133 Ft. Lauderdale, Florida 33309

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

David Shaw	2000 W. Commercial Blvd., Suite 133 Ft. Lauderdale, Florida 33309
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ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 12th day of September, 2002.


David Shaw

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of September, 2002 by David Shaw who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

My commission expires:


NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **Destination Rewards, Inc.** which is contained in the foregoing Articles of Incorporation.

DATED this 12th day of September, 2002.


Robert I. Claire
Registered Agent

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TALLAHASSEE FLORIDA