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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JAN -6 P 3:34

FILED

LAW OFFICES
RICHARD J. POTASH, P.A.
EXECUTIVE PAVILION
300 NORTHWEST 82ND AVENUE, SUITE 415
PLANTATION, FLORIDA 33324

Broward (954) 423-1710
Dade (305) 651-0075
Fax (954) 423-1107

January 4, 2005

Department of State
409 E. Gaines Street
Tallahassee, FL 32399

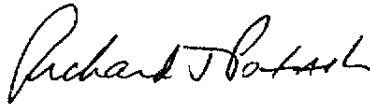
Re: The Gift Card Network, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation of **The Gift Card Network, Inc.** along with original and one copy of the form designating Registered Agent. Check for \$78.75 is also enclosed (filing fee and Certificate of Good Standing) along with a postage prepaid return envelope.

Thank you for your cooperation.

Very truly yours,



Richard J. Potash

RJP/dsg
Enc.

**ARTICLES OF INCORPORATION
OF
THE GIFT CARD NETWORK, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is The Gift Card Network, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

1845 N. University Drive, Coral Springs, FL 33071

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1000)

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Richard J. Potash, P.A.
EXECUTIVE PAVILION
300 Northwest 82nd Avenue, Suite 415
Plantation, FL 33324

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Richard J. Potash, P.A.
EXECUTIVE PAVILION
300 Northwest 82nd Avenue, Suite 415
Plantation, FL 33324

ARTICLE VI - INITIAL DIRECTOR

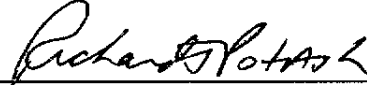
The initial director of this corporation shall be:

Lester Margolin

ARTICLE VII - AMENDMENTS

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

The undersigned incorporator has executed these Articles of Incorporation this 4 day of January, 2005.



RICHARD J. POTASH

STATE OF FLORIDA)
) .ss:
COUNTY OF BROWARD)

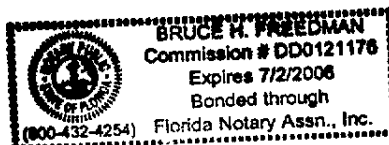
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICHARD J. POTASH, personally known to me, or who produced, _____, as identification and who executed the foregoing Articles of Incorporation of The Gift Card Network, Inc. and he acknowledged that he signed and executed the same for the purposes therein stated and he (did) (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Plantation, said County and State, this 4 day of January, 2005.



Notary Public, State of Florida at Large

My commission expires:



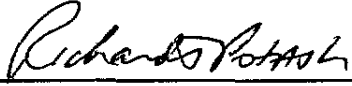
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

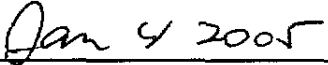
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is The Gift Card Network, Inc.**
- 2. The name and address of the registered agent and office is:**

**Richard J. Potash, P.A.
Executive Pavilion
300 N.W. 82nd Avenue, Suite 415
Plantation, FL 33324**

Having been named as registered agent and 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.


(Signature)


(Date)

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TALLAHASSEE, FLORIDA