

**Electronic Articles of Incorporation
For**

P05000164906
FILED
December 19, 2005
Sec. Of State
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DIRECT REWARDS INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

DIRECT REWARDS INC

Article II

The principal place of business address:

4611 MANGROVE POINT ROAD W
BRADENTON, FL. 34210

The mailing address of the corporation is:

4611 MANGROVE POINT ROAD W
BRADENTON, FL. 34210

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

4000

Article V

The name and Florida street address of the registered agent is:

ROBERT L PETTY
4611 MANGROVE POINT ROAD W
BRADENTON, FL. 34210

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ROBERT L PETTY

Article VI

The name and address of the incorporator is:

ROBERT L PETTY
4611 MANGROVE POINT ROAD W
BRADENTON, FL 34210

Incorporator Signature: ROBERT L PETTY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
KENNETH C MITCHELL
3300 26TH AVENUE E, 34R
BRADENTON, FL. 34208

Article VIII

The effective date for this corporation shall be:

01/01/2006