

**Electronic Articles of Incorporation
For**

P08000004688
FILED
January 14, 2008
Sec. Of State
cgolden

CITY REWARDS NETWORK OF FLORIDA, 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:

CITY REWARDS NETWORK OF FLORIDA, INC.

Article II

The principal place of business address:

11380 PROSPERITY FARMS ROAD
SUITE #204
PALM BEACH GARDENS, FL. 33410

The mailing address of the corporation is:

3049 SHADOW BROOK DRIVE
MARYVILLE, TN. 37803

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:

100 AT \$1.00 PAR

Article V

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

JAMES R MEROLA ESQ.
11380 PROSPERITY FARMS ROAD
SUITE #204
PALM BEACH GARDENS, FL. 33410

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

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Registered Agent Signature: JAMES R. MEROLA

Article VI

The name and address of the incorporator is:

RAYMOND SCHWARTZ
11380 PROSPERITY FARMS ROAD
SUITE #204
PALM BEACH GARDENS, FL 33410

Incorporator Signature: RAYMOND SCHWARTZ

Article VII

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

Title: P/D
RAYMOND SCHWARTZ
3049 SHADOW BROOK DRIVE
MARYVILLE, TN. 37803