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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

ULTIMATE REWARDS CLUB INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

The undersigned incorporator(s), for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:

ULTIMATE REWARDS CLUB INC

The principal place of business of this Corporation shall be:

15501 SW 13TH TERRACE

MIAMI, FL 33194

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any time is: one hundred (100) shares of common stocks with par value of One Dollar (\$1.00) per share.

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V OFFICERS / DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Esteban Mata	15501 SW 13 th Terrace Miami, Fl 33194

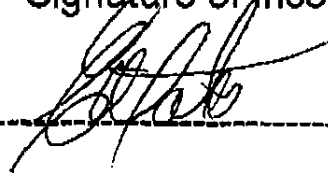
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this Article of Incorporation is (are):

<u>Name</u>	<u>Address</u>
Esteban Mata	15501 SW 13 th Terrace Miami, Fl 33194

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 03 of November, 2009

Signature of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned Corporation, organized under the law of the States of Florida submits the following statement in designating, the registered office/registered agent, in the State of Florida.

1.- The name of the Corporation:

ULTIMATE REWARDS CLUB INC

2.- The name and address of the registered agent and office is:

ESTEBAN MATA

15501 SW 13TH TERRACE

Miami, FL 33194

Signature: _____

Title: _____

Date: _____

[Signature]
President
November 03, 2009

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND IN FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: _____

Date: _____

[Signature]
November 03, 2009