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BANKRATE, INC.**

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March 3, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BANKRATE, INC.  
11760 U.S. HIGHWAY ONE  
SUITE 200  
NORTH PALM BEACH, FL 33408US

SUBJECT: BANKRATE, INC.  
REF: P93000049914

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H10000048553  
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SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

BANKRATE, INC.


FILED  
2010 MAR -2 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bankrate, Inc. (f/k/a Intelligent Life Corporation) (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act of the State of Florida ("FBCA"), hereby certifies as follows:

1. The name of the Corporation is Bankrate, Inc.
2. The original Articles of Incorporation of the Corporation (the "Articles of Incorporation") were filed with the Secretary of State of the State of Florida on July 16, 1993.
3. The Articles of Incorporation (the "Amended and Restated Articles of Incorporation") have been amended and filed with the Secretary of State of the State of Florida on April 16, 1999.
4. The provisions of the Amended and Restated Articles of Incorporation as herein amended are hereby restated and integrated into a single instrument which is set forth in Exhibit A hereto (the "Second Amended and Restated Articles of Incorporation").
5. The Second Amended and Restated Articles of Incorporation herein certified have been duly adopted by the Corporation's Board of Directors, by unanimous written consent dated as of March 1, 2010, and by the Corporation's stockholders, by unanimous written consent dated as of March 1, 2010, in accordance with Sections 607.0821 and 607.0704 of the FBCA.
6. The Amended and Restated Articles of Incorporation of the Corporation as amended and restated herein shall, at the effective time of this Second Amended and Restated Articles of Incorporation, be read in its entirety as set forth in Exhibit A annexed hereto and is hereby incorporated herein by this reference.

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BANKRATE, INC.

By:   
Name: Edmund J. Dimauro  
Title: Secretary, SVP, CFO

Signatures Must Be Signed Attached and Forwarded Address of Incorporation

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EXHIBIT A

Second Amended and Restated Articles of Incorporation  
of  
Bankrate, Inc.

See attached.

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BANKRATE, INC.**

The Amended and Restated Articles of Incorporation of Bankrate, Inc. (f/k/a Intelligent Life Corporation) (the "Corporation") are hereby amended and restated in their entirety as follows:

**ARTICLE I - NAME**

The name of the corporation shall be Bankrate, Inc.

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of the Corporation is 11760 U.S. Highway One, Suite 200, North Palm Beach, Florida 33408.

**ARTICLE III - PURPOSE**

The Corporation may engage in, transact and/or conduct any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have the authority to issue is two million (2,000,000), all of which shall be shares of common stock, with a par value of one cent (\$0.01) per share ("Common Stock").

**ARTICLE V - REGISTERED AGENT**

The street address of the Corporation's registered office is at 11760 U.S. Highway One, Suite 200, North Palm Beach, Florida 33408 and the name of its registered agent at such office is Robert J. Franco.

**ARTICLE VI - EXISTENCE**

The Corporation is to have perpetual existence.

**ARTICLE VII - DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

**ARTICLE VIII - INDEMNIFICATION**

Section 1. Nature of Indemnity. Each person who was or is made a party or is or was threatened to be made a party to or is or was otherwise involved (including involvement as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she (or a person of whom he or she is the legal representative), is or was a director, officer, employee, fiduciary or agent of the Corporation or, while a director, officer, employee, fiduciary or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, fiduciary or agent or in any other capacity while serving as a director, officer, employee, fiduciary or agent, shall be indemnified and held harmless by the Corporation to the fullest extent which it is empowered to do so by the Florida Business Corporation Act ("FBCA"), as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such proceeding and such indemnification shall continue to such person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 2 of this Article VIII, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The foregoing proviso shall not apply (i) to counterclaims or affirmative defenses asserted by a person seeking indemnification in an action brought against such person or (ii) to any proceeding brought by a person seeking indemnification or payment under any directors' and officers' liability insurance covering such person or seeking enforcement of such person's rights to indemnification under this Article VIII. The right to indemnification conferred in this Article VIII shall be a contract right and, subject to Sections 2 and 5 of this Article VIII, shall include the right to payment by the Corporation of the expenses incurred in defending any such proceeding in advance of its final disposition. The Corporation may, by action of the Board of Directors of the Corporation, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Procedure for Indemnification of Directors and Officers. Any indemnification of a director or officer of the Corporation under Section 1 of this Article VIII or advance of expenses under Section 5 of this Article VIII shall be made promptly, and in any event within 30 days, upon the written request of the director or officer. If a determination by the Corporation that the director or officer is entitled to indemnification pursuant to this Article VII is required, and the Corporation fails to respond within 60 days to a written request for indemnity, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within 30 days, the right to indemnification or advances as granted by this Article VIII shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such action shall

also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the FBCA for the Corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the FBCA, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Nonexclusivity of this Article. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

Section 4. Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article VIII.

Section 5. Expenses. Expenses incurred by any person described in Section 1 of this Article VIII in defending a proceeding shall be paid by the Corporation in advance of such proceeding's final disposition unless otherwise determined by the Board of Directors of the Corporation in the specific case upon receipt of an undertaking by or on behalf of the relevant director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors of the Corporation deems appropriate.

Section 6. Service for Subsidiaries. Any person serving as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture or other enterprise, at least 50% of whose equity interests are owned, directly or indirectly, by the Corporation, shall be conclusively presumed to be serving in such capacity at the request of the Corporation.

Section 7. Employees and Agents. Persons who are not covered by the foregoing provisions of this Article VIII and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another



corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors of the Corporation.

Section 8. Contract Rights. The provisions of this Article VIII shall be deemed to be a contract right between the Corporation and each director or officer who serves in any such capacity at any time while this Article VIII and the relevant provisions of the FBCA or other applicable law are in effect, and any repeal or modification of this Article VIII or any such law that adversely affects any right of any director or officer, or former director or officer, shall be prospective only and shall not affect any rights or obligations then existing with respect to any state of facts or proceeding then existing.

Section 9. Merger or Consolidation. For purposes of this Article VIII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article VIII with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

#### ARTICLE IX - ALLOCATION OF CORPORATE OPPORTUNITIES

In the event that a director or officer of the Corporation who is also an employee, partner, principal, director or officer of Apax (as defined below) acquires knowledge of a potential transaction or matter which may be a corporate opportunity for the Corporation or any of its Subsidiaries, such director or officer of the Corporation shall have fully satisfied and fulfilled the fiduciary duty of such director or officer to the Corporation and its shareholders with respect to such corporate opportunity, if such director or officer acts in a manner consistent with the following policy: (i) a corporate opportunity that any person who is a director or officer of the Corporation, and who is also an employee, partner, principal, director or officer of Apax, acquires knowledge of while acting in such person's capacity as a director or officer of the Corporation, shall belong to the Corporation and (ii) otherwise, any corporate opportunity may be pursued by Apax and any pursuit by Apax shall not constitute a breach of fiduciary liability. For the purposes of this Article IX "Apax" means Apax US VII, L.P., Apax Europe VII-A, L.P., Apax Europe VII-B, L.P., Apax Europe VII-I, L.P., each of their respective direct or indirect controlling affiliates and each of their respective, and their controlling affiliates' respective, nominees, advisory and investment managing entities.

#### ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in this Second Amended and Restated Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon shareholder and directors are granted subject to such reservation.