P94000027095

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000171574 3)))

H120001715743ABC

SECRETARY OF STATE DIVISION OF CORPORATIONS 12 JUN 28 AM 8:14

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RE-SUBMIT
Please retain original filing date of submission 6/26

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: ______________________

COR AMND/RESTATE/CORRECT OR O/D RESIGN

BANKS.COM, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	$35.00

Amended Restated 10 7/2/12

Electronic Filing Menu Corporate Filing Menu Help

June 29, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BANKS.COM, INC.
425 MARKET STREET
SUITE 2200
SAN FRANCISCO, CA 94105US

SUBJECT: BANKS.COM, INC.
REF: P94000027095

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 document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H12000171574
Letter Number: 712A00017738

RE-SUBMIT
Please retain original filing date of submission 6/28

2012 JUN 29 AM 8:06

P.O BOX 6327 – Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 JUN 28 AM 8: 14

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BANKS.COM, INC.

Pursuant to Section 607.1007 and 607.1003 of the Florida Business Corporations Act (the "FBCA"), Banks.com, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: That this Corporation is named Banks.com, Inc., and was originally incorporated in the State of Florida on April 7, 1994, and that these Amended and Restated Articles of Incorporation shall amend, restate and supercede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. These Amended and Restated Articles of Incorporation were approved by the shareholders pursuant to a written consent in lieu of a meeting dated June 28, 2012, and the votes cast for the amendment by the shareholders were sufficient for approval.

ARTICLE I

The name of the corporation is Banks.com, Inc. (hereinafter the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is c/o Remark Media, Inc., Six Concourse Parkway, Suite 1500, Atlanta, Georgia 30328.

ARTICLE III

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of $0.001 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's current registered office is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of its registered agent at such office is CT Corporation System.

ARTICLE VI

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by applicable law.

ARTICLE VII

The Corporation shall not be subject to Section 607.0901 (Affiliated Transactions) or to Section 607.0902 (Control-Share Acquisitions) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this 28th day of June, 2012

Bradley T. Zimmer, Secretary

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of BANKS.COM, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

> Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28th day of June, 2012.

CT CORPORATION SYSTEM, Registered Agent

By: [signature]
Name:
Title: Nathan S. Giffin Asst. Secretary

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change ____ Add X Remove	D	ERNST, STEVEN	
2) ____ Change ____ Add ____ Remove			
3) ____ Change ____ Add ____ Remove			
4) ____ Change ____ Add ____ Remove			
5) ____ Change ____ Add ____ Remove			
6) ____ Change ____ Add ____ Remove			

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ___ Change X Add ___ Remove	PSD	Bradley T. Zimmer	Remark Media, Inc. Six Concourse Parkway, Suite 1500 Atlanta, GA 30328
2) ___ Change X Add ___ Remove	PD	Carrie B. Ferman	Remark Media, Inc. Six Concourse Parkway, Suite 1500 Atlanta, GA 30328
3) ___ Change ___ Add ___ Remove			
4) ___ Change ___ Add ___ Remove			
5) ___ Change ___ Add ___ Remove			
6) ___ Change ___ Add ___ Remove			

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ___ Change ___ Add X Remove	D	DARGAN, CHARLES K II	8055 W MANCHESTER AVENUE, SUITE 405 PLAYA DEL REY, CA 90293
2) ___ Change ___ Add X Remove	D	MCPARTLAND, FRANK J	200 FOURTH AVENUE SOUTH, UNIT 132 ST PETERSBURG, FL 33701
3) ___ Change ___ Add X Remove	PCD	O'DONNELL, DANIEL M	12 CROCKETT DRIVE MORAGA, CA 94556
4) ___ Change ___ Add X Remove	S	SCHWERIN, MARK A	631 CRYSLER STREET PITTSBURGH, PA 15226
5) ___ Change ___ Add X Remove	D	GIBSON, LAWRENCE J	5 FIELDSIDE DRIVE CUMBERLAND, RI 02864
6) ___ Change ___ Add X Remove	T	STEINIGER, JANET E	775 POST ST APT 306 SAN FRANCISCO, CA 94109