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FRED B. SHARE, Attorney at Law

1092 Ridgewood Ave., Holly Hill, FL 32117

REPLY TO:

P. O. Box 250784
Holly Hill, FL 32125-0784

PHONE (904) 253-1030
FAX (904) 248-2425

September 4, 1997

Florida Department of State
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

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-10/10/97--01062--009
****122.50 ****122.50

Attention: Division of Corporations

Re: REBATE SHARE INC.

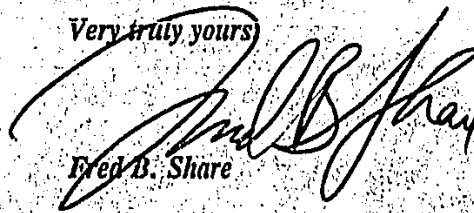
Dear Mr. Smith:

In connection with the above-referenced corporation enclosed please find the original Articles of Incorporation together with my check in the amount of \$122.50 representing the filing fee and taxes.

After filing, please certify the enclosed copy of the articles and return the same together with the certificate of incorporation to the undersigned at the above address.

Thank you for your assistance and cooperation in this matter.

Very truly yours


Fred B. Share

FBS/bkn
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 AM 8:55

10-13-97
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ARTICLES OF INCORPORATION
OF
REBATE SHARE INC.

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purposes of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

REBATE SHARE INC.

and it shall hereinafter be referred to as the "corporation".

ARTICLE II

The date and time on which corporate existence of this corporation shall begin is 12:01 a.m. (Eastern Standard Time) on the date of filing of these articles and the corporation shall have a continuous and perpetual existence thereafter.

ARTICLE III

The general purposes for which the corporation is initially organized are the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1979), as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is: 640. These shares shall consist of one class only, and such class shall be known as "common stock" of the corporation. Each share shall have a par value of \$.20 per share.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 AM 8:55

ARTICLE V

The street address of the initial principal and registered office shall be 201 C Rockefeller Dr., Ormond Beach, FL 32176. The name of the initial registered agent shall be: MARVIN MILLER. To signify acceptance of appointment as registered agent, the registered agent named in this article has signed these articles as required by law.

ARTICLE VI

The number of directors who shall constitute the initial Board of Directors of the corporation shall be one (1). The name and street address of the person who is to serve as the member of the initial Board of Directors of the corporation is: MARVIN MILLER, 201 C Rockefeller Dr., Ormond Beach, FL 32176.

ARTICLE VII

The name and street address of the incorporator of the corporation is: MARVIN MILLER, 201 C Rockefeller Dr., Ormond Beach, FL 32176.

IN WITNESS WHEREOF, the undersigned incorporator, who is a natural person and who is competent to contract under the laws of Florida, by these presents does hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

REBATE SHARE INC.

and he requests that the Department of State file these Articles, as of the date and time indicated in Article II hereof, in accordance with Chapter 607, Florida Statutes; accordingly, the

undersigned incorporator does hereunto set his hand and seal at Holly Hill, Volusia County,
Florida, this 30th day of September, 1997.


MARVIN MILLER

I hereby am familiar with and accept the duties and responsibilities as registered agent for
said corporation.


MARVIN MILLER
As Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 10 AM 8:56

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of REBATE SHARE INC. were acknowledged
before me by MARVIN MILLER, who is personally known to me this 30th day of
September, 1997.



Billie K. Nankivell
MY COMMISSION # CC695027 EXPIRES
November 2, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

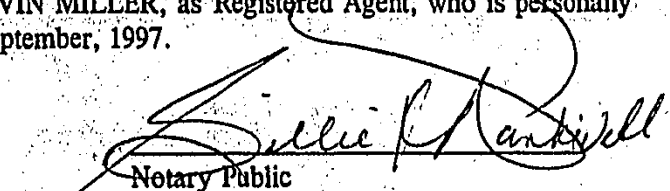

Notary Public
State of Florida at Large
My commission expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of REBATE SHARE INC.
was acknowledged before me by MARVIN MILLER, as Registered Agent, who is personally
known to me this 30th day of September, 1997.



Billie K. Nankivell
MY COMMISSION # CC695027 EXPIRES
November 2, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
State of Florida at Large
My commission expires: