

TRANSMITTAL LETTER

P970000 88801

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
91 OCT 14 PM 2:09  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT:

THE BEST RATE. COM, INC.  
(Proposed corporate name - must include suffix)

600002320276--9  
-10/14/97--01074--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

RUSS STEWART  
Name (Printed or typed)

930 CAMELLIA AVE  
Address

WINTER PARK, FL 32789  
City, State & Zip

407-740-6750  
Daytime Telephone number

F. CHAMBERLAIN

OCT 15 1997

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
*of*  
**THE BEST RATE.COM, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is THE BEST RATE.COM, INC..

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

930 Camellia Avenue  
Winter Park, FL 32789

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 7,500 shares with a par value of \$1.00 per share.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Russ Stewart  
930 Camellia Avenue

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Orange County  
Winter Park, FL 32789

#### **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the United States, the State of Florida, or any other state, country, territory or nation.

#### **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the incorporators and the initial board of directors are:

Russ Stewart  
930 Camellia Avenue  
Winter Park, FL 32789

Todd D. Pierson  
2837 Summer Brooke Way  
Casselberry, FL 32707

David A. Fife  
7835 Pine Crossing Circle #1024  
Orlando, FL 32825

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected. The removal of any board member requires a unanimous vote by all shareholders.

#### **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i)

breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Initial Officers. The names and addresses of the initial officers shall be

David A. Fife - Chief Executive Officer  
7835 Pine Crossing Circle #1024  
Orlando, FL 32825

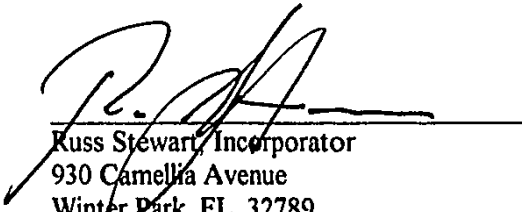
Todd D. Pierson - President  
2837 Summer Brooke Way  
Casselberry, FL 32707

Russ Stewart - Vice President  
930 Camellia Avenue  
Winter Park, FL 32789

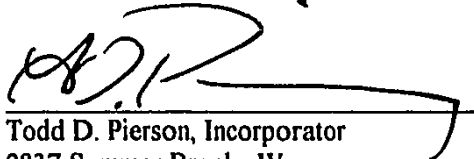
By-Laws. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

#### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Russ Stewart, Incorporator  
930 Camellia Avenue  
Winter Park, FL 32789



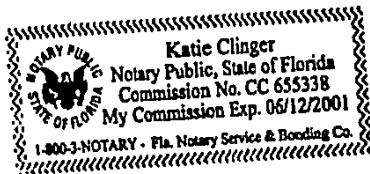
Todd D. Pierson, Incorporator  
2837 Summer Brooke Way  
Casselberry, FL 32707

David A. Fife

David A. Fife, Incorporator  
7835 Pine Crossing Circle #1024  
Orlando, FL 32825

State of Florida, County of Orange, ss:

Subscribed and sworn to (or affirmed) before me this 1<sup>st</sup> day of October, 19 97.

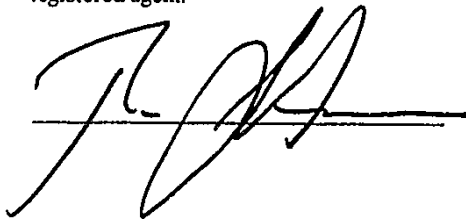


Katie Clinger  
Notary Public

The Best Rate.Com, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 930 Camellia Avenue, Winter Park, Fl 32789 has named Russ Stewart of 930 Camellia Avenue, Winter Park, Fl 32789 as its Agent to accept service of process within this State.

Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



10/1/97

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