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February 9, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002773011--7
-02/11/99--01060--007
*****70.00 *****70.00

RE: BEST RATE INTERNATIONAL, INC.

Dear Department of State:

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

\$70.00 \$78.75 \$122.50 \$131.25

Please return a copy of the filed Articles of Incorporation to our office (address below). Thank you !

FROM:

Jonathan Bloom, P.A.
21845 Powerline Road, Suite 207
Boca Raton, Florida 33433
Telephone: (561) 347-9964

FILED
99 FEB 11 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER FEB 12 1999

W99-3584

ARTICLES OF INCORPORATION
OF
BEST RATE INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **BEST RATE INTERNATIONAL, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all-lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 3 - PRINCIPAL OFFICE

The street address and the mailing address of the initial principal office of this corporation are 10392 Canoe Brook Circle, Boca Raton, Florida 33498.

ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator is:

Randy Forman
10392 Canoe Brook Circle
Boca Raton, Florida 33498.

ARTICLE 5 - OFFICERS

The officer of the Corporation shall be:

President: Randy Forman

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ARTICLE 6 - DIRECTOR(S)

The Director of the Corporation shall be:

Randy Forman

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNERS(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 21845 Powerline Road, Suite 207, Boca Raton, Florida 33433, and the name of its initial registered agent at such address, is Law Offices of Jonathan Bloom, P.A., 21845 Powerline Road, Suite 207, Boca Raton, Florida 33433.

ARTICLE 13 - BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

Executed by the undersigned on February 3, 1999.


Randy Forman, Incorporator 2/3/99

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Best Rate International, Inc.**
2. The name and street address of the registered agent and office is:

**Law Offices of Jonathan Bloom, P.A.
21845 Powerline Road, Suite 207
Boca Raton, Florida 33433**

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.

Dated: February 3rd 1999.

Law Offices of Jonathan Bloom, P.A.



Jonathan Bloom, President

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