

*P99000029939*

EdRebates, Inc.  
12472 Lake Underhill Rd., #303  
Orlando, Florida 32828

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 29 AM 10:27

March 25, 1999

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

400002821374--8  
03/29/99--01037--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find executed Articles of Incorporation for EdRebates, Inc., together with a check in the amount of \$122.50 covering the various fees relative to this filing.

In the event that the corporate name is not available, please advise the undersigned at telephone (407) 275-5914.

Thank you for your prompt attention to this matter.

Very truly yours,

*J. Eric Rawlings*

J. Eric Rawlings

Enclosure

EL BROWN APR - 1 1999

ARTICLES OF INCORPORATION  
OF  
EdRebates, Inc.

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The undersigned, for purposes of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is: EdRebates, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of common stock, with a par value of one dollar (\$1.00), which shall be designated "Common Shares".

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10632 Crystal Springs Ct., Orlando, FL 32825 and the name of the initial registered agent of this corporation at that address is J. Eric Rawlings.

ARTICLE V. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is: J. Eric Rawlings; 10632 Crystal Springs Ct., Orlando, FL 32825-8503.

ARTICLE VI. INCORPORATORS

The name and address of the person signing these Articles is: J. Eric Rawlings; 10632 Crystal Springs Ct., Orlando, FL 32825-8503.

ARTICLE VII. AMENDMENTS TO ARTICLES  
OF INCORPORATION AND BYLAWS

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by majority vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of the corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a majority vote of all outstanding shares.

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE IX. CORPORATION EXISTENCE

The term of existence of the corporation is perpetual.

IN WITNESS WHEREOF, I have subscribed my name this 25 day  
of March, 1999.

J. Eric Rawlings  
J. Eric Rawlings  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public  
duly authorized in the State and County aforesaid to take  
acknowledgments, personally appeared J. Eric Rawlings to me known  
to be described as the Subscriber in and who executed the foregoing  
Articles of Incorporation, and acknowledged before me that he  
subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State  
named above, this 25th day of March, 1999.

Mary Jean Aldrich  
MARY JEAN ALDRICH  
NOTARY PUBLIC



MARY JEAN ALDRICH  
My Comm Exp. 11/24/2000  
Bonded By Service Ins  
No. CC603696  
Personally Known 110ther ID

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: —

First - That EdRebates, Inc. desiring to organize under the laws of the State of Florida with its initial office, as indicated in the Articles of Incorporation at 10632 Crystal Springs Ct., Orlando, FL 32825-8503, has named J. Eric Rawlings located at 10632 Crystal Springs Ct., Orlando, FL 32825-8503 as its agent to accept service of process within this state. —

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: J. Eric Rawlings  
Registered Agent