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EDREBATES, INC. 12472 Lake Underhill Road, #303 Orlando, Florida 32828 (407) 275-5914

April 10, 2000

500003217045--3 -04/20/00--01092--006 *****35.00 ******35.00

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

Gentlemen:

Enclosed please find executed Articles of Dissolution for EdRebates, Inc., together with a check in the amount of \$35.00 covering the various fees relative to this filing.

In the event that you need to contact me regarding this matter, I can be reached at telephone number (407) 275-5914 or the following address:

Mr. J. Eric Rawlings 12472 Lake Underhill Road, #303 Orlando, Florida 32828

Thank you for your prompt attention to this matter.

Very truly yours,

J. Eric Rawlings

Enclosure

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: EdRebates, Inc.	<u>.</u>
SECONI	D: The date dissolution was authorized: December 28, 1999	<u> </u>
THIRD:	Adoption of Dissolution (CHECK ONE)	
	Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.	
, 🗖 r	Dissolution was approved by vote of the shareholders through voting groups.	
	The following statement must be separately provided for each voting groups entitled to vote separately on the plan to dissolve:	
_	Shareholders	
:	Signed this 16 day of april , 2000 5.	
Signature	(By the Chairman or Vice Chairman of the Board, President, or other officer)	<u></u>
	J. Eric Rawlings (Typed or printed name)	- - · · /
	President (Title)	