

Charter Number Only

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Requester's Name

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REGISTRATION ONLY

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-10/05/99-01034-013
*****78.75 *****78.75

CORPORATION(S) NAME

Business Discount Card, Inc.

FILED
99 OCT -5 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name	
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Empire Toll Free: 1-800-432-3028

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BUSINESS DISCOUNT CARD, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is BUSINESS DISCOUNT CARD, INC.

ARTICLE II

The street address of the principal office of the Corporation is 2800 N. Ocean Drive, Suite A-3-B, Singer Island, FL 33404.

ARTICLE III

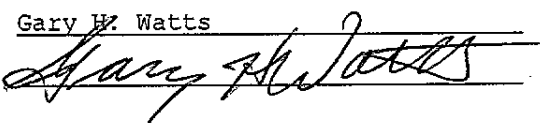
The maximum number of shares this Corporation is authorized to issue is ten thousand, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 2800 N. Ocean Drive, Singer Island, FL 33404. The initial registered agent for the Corporation at that address is Gary H. Watts.

ARTICLE V

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Gary H. Watts	2800 N. Ocean Drive
	Suite A-3-B
	Singer Island, FL 33404

ARTICLE VI

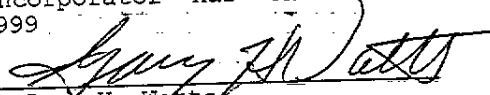
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Gary H. Watts	2800 N. Ocean Drive Suite A-3-B Singer Island, FL 33404

ARTICLE VII

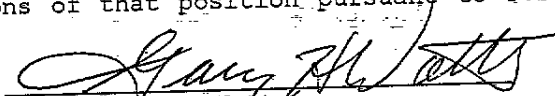
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on September 29th 1999.


Name: Gary H. Watts

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BUSINESS DISCOUNT CARD, INC.. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Gary H. Watts

Date: September 29th 1999

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, 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: Business Discount Card, Inc.

2. The name and address of the registered agent and office is:

Gary H. Watts

(Name)

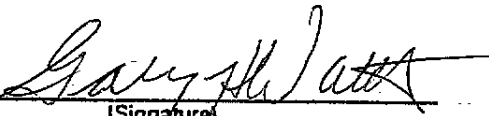
2800 N. Ocean Drive, Suite A-3-B

(P.O. Box not acceptable)

Singer Island, FL 33404

(City/State/Zip)

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.


(Signature)

9-29th -99
(Date)

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