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To:
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Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

WEB REWARDS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION

of

WEB REWARDS, INC.
(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: WEB REWARDS, INC.
Address: 9506 SO. RED ROAD MIAMI, FLORIDA 33156

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue TEN Million ^{10,000,000} Shares of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

Prepared By: Douglas W. OESTERLE
9506 SO. RED ROAD
MIAMI, FLORIDA 33156

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: DOUGLAS W. OESTERLE
 Address: 9566 So. RED ROAD
 City: MIAMI State: FLORIDA Zip: 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: SCOTT D. HUFFMAN
 Address: 1684 NOGATEE DR
 City: MIAMI State: FL Zip: 33133

Name: WADE D JONES
 Address: 15217 SW 170 TERRACE
 City: MIAMI State: FLA. Zip: 33186

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of FEB, 1999.



[Signature] (Seal)
[Signature] (Seal)

Name: SCOTT D. HUFFMAN
 Address: 1684 NOGATEE DR
 City: MIAMI State: FL Zip: 33133

Name: WADE D JONES
 Address: 15217 SW 170 TERRACE
 City: MIAMI State: FLA. Zip: 33186

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

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Certificate of Registered Agent

of:

WEB REWARDS, INC.

Pursuant to Florida Statutes, Section 48.091 and 607.034,
the following is submitted: The above Corporation, desiring
to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation

at: 9506 So. RED ROADMIAMI FLORIDA 33156has named: Douglas W. OSTERLE

located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

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ACKNOWLEDGEMENT

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

Douglas W. Osterle
Registered Agent

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