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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Banks.com, Inc.

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OFFICE OF FINANCIAL REGULATION

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**FINANCIAL SERVICES
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ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

September 19, 2007

Mr. Daniel M. O'Donnell
President/GEO
Chairman of the Board of Directors
InterSearch Group, Inc.
222 Kearny Street, Suite 500
San Francisco, California 94108

Dear Mr. O'Donnell:

Re: Banks.com, Inc.

Thank you for your recent letter requesting approval of the above referenced name.

Based on representations in your August 31 letter, the Office does not object to the use of the above name being registered to transact business as a foreign corporation in the state of Florida. The company may not transact commercial banking business and may not advertise, solicit or otherwise market such services to the general public in the state of Florida.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Bayer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State
Edward W. Dougherty, Esquire, Iglar & Dougherty, PA
Bruce E. Kuhse, Chief Counsel

MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
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Affirmative Action / Equal Opportunity Employer

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FROM

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**ARTICLES OF INCORPORATION
OF
BANKS.COM, INC.**

THE UNDERSIGNED, acting as sole incorporator of BANKS.COM, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

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ARTICLE 1
Name

The name of the Corporation is: BANKS.COM, INC.

ARTICLE 2
Purpose

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3
Principal Office and Mailing Address

The address of the Principal Office of the Corporation is 222 Kearny Street, Suite 550, San Francisco, California 94108 and its mailing address is 222 Kearny Street, Suite 500, San Francisco, California 94108. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 4
Capital Stock

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be 1,000 shares, all of which shares shall be denominated "Common Stock," having a par value of \$0.01 per share. Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

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ARTICLE 5
Shareholder Action

Except as otherwise required by the FBCA, an affirmative vote of greater than fifty percent (50%) of the shares of Common Stock of the Corporation shall be required for any Shareholder action.

ARTICLE 6
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F&L Corp.

ARTICLE 7
Incorporator

The name and address of the sole Incorporator of the Corporation is: Margo T. Valenti, c/o Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 20th day of September, 2007.



Name: Margo T. Valenti
Title: Sole Incorporator

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 20th day of September, 2007.

F&L CORP.

By: 
Name: Martin H. Traber
Title: Vice President

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