

Company ID: 121814
Cash Back Rebates LD.com, Inc.
657 Main Avenue, Suite 301
Passaic, NJ 07055

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN December 7, 1999

IN RE: CASE NUMBER: 99-00866
Common Concerns, Inc. name change to Cash Back Rebates LD.com, Inc.
---ORDER---

This matter is before the Tennessee Regulatory Authority upon the petition of Common Concerns, Inc. to change its company name. The TRA considered this request at their regularly scheduled Conference held on December 7, 1999 and concluded that the applicant has met all the TRA requirements for changing their name.

Pursuant to § T.C.A. 65-4-113.

IT IS THEREFORE ORDERED:

1. That the petition of Common Concerns, Inc to change its name to Cash Back Rebates LD.com, Inc. is approved.
2. That Cash Back Rebates LD.com, Inc. is authorized as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
3. That said company shall comply with all applicable TRA rules and regulations.
4. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

ATTEST:

Executive Secretary

Chairman

Director

Director

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/12/99

REQUEST NUMBER: 3753-2333

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 10/12/99 0915

EFFECTIVE DATE/TIME: 10/12/99 1630

CONTROL NUMBER: 0310523

TO:

LANCE J.M. STEINHART, ATTORNEY
6455 EAST JOHNS CRSG
SUITE 285
DULUTH, GA 30097

RE:

CASH BACK REBATES LD.COM, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 10/12/99

FROM:
WASHOE TECHNOLOGY CORPORATION
657 MAIN AVENUE

RECEIVED:	FEE\$	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

PASSAIC, NJ 07055-0000

RECEIPT NUMBER: 00002559882
ACCOUNT NUMBER: 00322430



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

RECEIVED
STATE OF TENNESSEE
99 OCT 12 AM 9:15
RILEY DARNELL
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is COMMON CONCERNS, INC.

If different, the name under which the certificate of authority is to be obtained is _____

CASH BACK REBATES LD.COM , INC.

2. The state or country under whose law it is incorporated is DELAWARE

3. The date of its incorporation is 3/8/96 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

657 MAIN AVENUE, STE 301, PASSAIC, NJ 07055

Street

City

State/Country

Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is _____

1912 HAYES STREET, NASHVILLE, TN 37203

Street

City/State

County

Zip Code

The name of its registered agent at that office is NATIONAL REGISTERED AGENTS, INC.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

THOMAS J. VRABEL PRES/SEC/TRES 657 MAIN AVENUE, STE 301, PASSAIC, NJ 07055

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

THOMAS J. VRABEL DIRECTOR 657 MAIN AVENUE, STE 301, PASSAIC, NJ 07055

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____

_____, _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]

Signature Date 9/7/99

PRESIDENT

Signer's Capacity

CASH BACK REBATES LD.COM , INC.

Name of Corporation

Signature

THOMAS J. VRABEL

Named (typed or printed)



SS-4435 (Rev. 3/99)

RDA 1678

State of Delaware
Office of the Secretary of State

RECEIVED
 STATE OF TENNESSEE
 99 OCT 12 AM 9:15

RILEY DARNELL
 SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "COMMON CONCERNS, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CASH BACK REBATES LD.COM., INC.", ON THE TWELFTH DAY OF AUGUST, A.D. 1999, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "CASH BACK REBATES LD.COM., INC." FILED A CERTIFICATE OF CORRECTION, CHANGING ITS NAME TO "CASH BACK REBATES LD.COM, INC.", ON THE TENTH DAY OF SEPTEMBER, A.D. 1999, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CASH BACK REBATES LD.COM, INC.", IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2600286 8321

991385911

AUTHENTICATION: 9983924

DATE: 09-22-99