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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

Kimberly x2949

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

RETAIL GIFT CARD ASSOCIATION INC.

Certificate of Status	0
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Page Count	05
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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

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1. Retail Gift Card Association Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware 3. 26 3840210
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. November 14, 2008 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 9200 S. Dadeland Blvd. Miami, FL 33156
(Principal office address)
9200 S. Dadeland Blvd. Miami, FL 33156
(Current mailing address)

8. To carry on business and affairs as may be permitted by a non-stock corporation
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

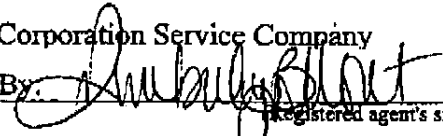
9. Name and ~~street~~ address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip Code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
 By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Carman Wenkoff (Co-President)

Address: 9200 S. Dadeland Blvd., Suite 705

Miama, FL 33158

Vice President: Tom Boucher (Co-President)

Address: 7601 Penn Ave. South

Richfield, MN 55423

Secretary: Shelly Troy

Address: N56W17000 Ridgewood Dr. Menomonsee Falls, WI 53051

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carman Wenkoff Co-President _____
(Typed or printed name and capacity of person signing application)

**Addendum 12 A.
DIRECTORS**

Leigh Anne Ambrose
Marriott International
One Marriott Drive
Dept. 55/955.23
Washington, D.C. 20058

Tom Boucher
7601 Penn Ave. South
Richfield, MN 55423

Kathy Cook
7504 Augusta Woods Ter
Westerville, OH 43082

Nathan Ehrlich
2455 Paces Ferry Rd. N.W. (B-9)
Atlanta, GA 30339-4024

Jason Marshall
702 SW 8th St.
Bentonville, AR 72716-0100

Shelly Toy
N56W17000 Ridgewood Dr.
Menomonee Falls, WI 53051

Bridget Moen
11201 Renner Blvd.
Lenexa, KS 66219

Carman Weakoff
9200 S. Dadeland Blvd., Suite 705
Miami, FL 33158

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RETAIL GIFT CARD ASSOCIATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RETAIL GIFT CARD ASSOCIATION" WAS INCORPORATED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

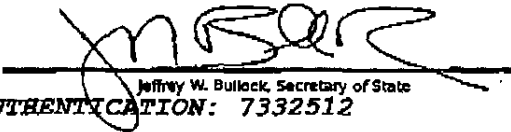
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7332512

DATE: 06-01-09