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NAME: MEMBER ADVANTAGES, INC.

AUDIT NUMBER.....H97000016247

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MEMBER ADVANTAGES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Member Advantages, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is Member Advantages, Inc.

**ARTICLE II
Amendment**

The text of the amendment to the Corporation's Articles of Incorporation is:

**"ARTICLE I
Name**

The name of the corporation is Advantages in Membership, Inc."

**ARTICLE III
Date of Adoption**

The amendment was adopted on the 25 day of September 1997.

**ARTICLE IV
Manner of Adoption**

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 25th day of September 1997.

MEMBER ADVANTAGES, INC.

By: Estelle W. Ross

Name: Estelle W. Ross
Its: President

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Hunter J. Brownlee, Esq.
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