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F. Palmer Williams, Esq.

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CORPORATION(S) NAME

MEMBER ADVANTAGES, INC.

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**ARTICLES OF INCORPORATION
OF
MEMBER ADVANTAGES, INC.**

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation is Member Advantages, Inc. (the "Corporation").

**ARTICLE II
PURPOSE OF BUSINESS**

The Corporation is a credit union service organization whose purpose is primarily to provide goods and services associated with routine credit union operations, including offering investment and insurance products, and to serve and assist credit unions, organizations of credit unions and members of credit unions, as consumers.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is:

To serve or otherwise assist a credit union or credit unions, credit union operations and organizations of credit unions; to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise,

real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share. The

shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the Corporation.

Only credit unions or related or similar entities shall own stock in the Corporation. The Board of Directors is specifically authorized to adopt and amend guidelines and definitions for "related or similar entities."

No fractional part of a share shall be issued by the Corporation or after issue by any stockholder.

ARTICLE V PRE-EMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the Corporation that may be from time to time issued (whether or not currently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares held by such shareholder at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares.

This right may be deemed as waived by any shareholder who, having received written notice thereof and an invitation to pre-empt, does not exercise such right and pay for the shares pre-empted within thirty days of receipt of such written notice. This right may also be waived by an affirmative written waiver submitted by the shareholder to the Corporation within such thirty-day frame.

**ARTICLE VI
CAPITALIZATION**

The amount of capital with which the Corporation will begin business is \$500.00.

**ARTICLE VII
TERM OF EXISTENCE**

The Corporation shall exist in perpetuity.

**ARTICLE VIII
ADDRESS OF PRINCIPAL OFFICE,
ADDRESS OF INITIAL REGISTERED OFFICE
AND NAME OF REGISTERED AGENT**

The street address of the principal office of the Corporation is 2701 W. Busch Boulevard, Suite 118, Tampa, FL 33618. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of the Corporation is John E. Simmonds, whose business address is 2701 W. Busch Boulevard, Suite 118, Tampa, FL 33618.

**ARTICLE IX
DIRECTORS**

The Corporation shall have seven (7) directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

**ARTICLE X
INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
William J. DeMare	14702 Clarendon Drive Tampa, FL 33624
Paul R. Grimes	10513 86th Avenue N. Seminole, FL 32642
Robert F. Kransnicki	4601 Brownwood Ct. Tampa, FL 33624
John E. Simmonds	3211 Concord Way Plant City, FL 33567
Estelle W. Ross	5206 Fairway One Drive Valrico, FL 33594
Nelson A. Goodreau, II	6322 Frost Drive Tampa, FL 33625
Peggy D. Weikel	5220 33rd Avenue North St. Petersburg, FL 33710

**ARTICLE XI
INCORPORATORS**

The name and address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Bay Gulf Federal Credit Union	2701 W. Busch Boulevard Suite 118 Tampa, FL 33618

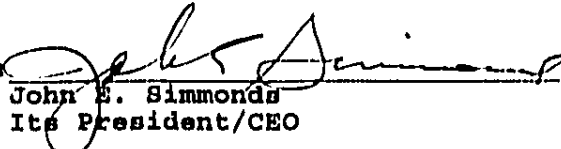
**ARTICLE XII
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

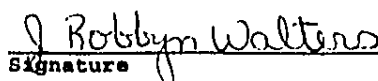
BAY GULF FEDERAL CREDIT UNION

By


John E. Simmonds
Its President/CEO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29
day of March, 1996, by JOHN E. SIMMONDS, as President/CEO
of BAY GULF FEDERAL CREDIT UNION, on behalf of the credit union.
He is personally known to me or has produced JEW
as identification.


Signature

J. ROBBYN WALTERS

Print or type name

NOTARY PUBLIC

My Commission #

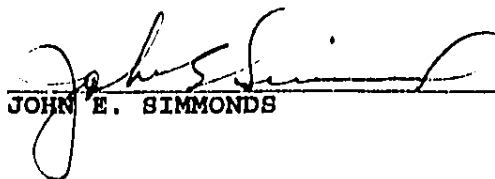
Expires:



J. Robbyn Walters
MY COMMISSION # CC503003 EXPIRES
October 18, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

JOHN E. SIMMONDS, having been named as the registered agent in the foregoing Articles of Incorporation of Member Advantages, Inc., to accept service of process for the Corporation at 2701 W. Busch Boulevard, Suite 118, Tampa, FL 33688, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.



JOHN E. SIMMONDS

memberadv\articles

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CONTACT: ANNE ELIAS
PHONE: (813) 223-7000

ACCT#: 076077000355

FAX #: (813) 229-4133

NAME: MEMBER ADVANTAGES, INC.

AUDIT NUMBER.....H97000016247

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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.
Carlton Fields
P.O. Box 3239
Tampa, FL 33601
Ph: 813-223-7000; Fax: 813-229-4133
Fla. Bar No.: 066583

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