

Capitol Services Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

F02000000906

Office Use Only

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02 FEB 20 PM 4:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Agginity Resources Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

(5)

☒ Walk in

☒ Pick up time

2/20

☒ Certified Copy

☐ Mail Out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☒ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

RECEIVED
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DIVISION OF CORPORATION

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DK

Examiner's Initials

FEB.15.2002 3:42PM
Feb 15 02 01:23p Ron Kieves
Sent By: Kottler Capital Group;

581 272 2814;

(954) 755-9177 NO. 945 P.2/2 p.2
Feb-15-02 15:41; Page 1/1

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WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
AFFINITY RESOURCES CORP.

The undersigned, being all of the members of the Board of Directors of Affinity Resources Corp., do hereby consent to the adoption of the following resolutions by written consent:

WHEREAS, the corporate name Affinity Resources Corp. is not available for use in the State of Florida;

NOW THEREFORE, be it

RESOLVED, that the fictitious name Retail Rewards Network, Inc. be and hereby is approved for use in the State of Florida; and be it further

RESOLVED, that the officers of the corporation be, and hereby are, authorized, empowered and directed to do all things necessary or appropriate to carry out the intent of the foregoing resolutions; and be it further

RESOLVED, that this consent may be executed in one or more counterpart copies, which when signed by all of the directors of the Corporation, shall be effective and taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of the Corporation, hereunto set their hand as of the 13th day of February, 2002.


Mark Kottler


Ronald Kieves

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
1. Affinity Resources Corp. to do business as Retail Rewards Network Inc
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION"
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.)
 2. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
 4. January 11, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
 6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
 7. 2200 N.W. Corporate Drive, Suite 304, Boca Raton, FL 33431
(Principal office address)
same as above
(Current mailing address)
To engage in any lawful act or activity for which corporations may be organized
under the
 8. Consumer Acquisition and Loyalty Program
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
 9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: United Corporate Services, Inc.
Office Address: 9200 S. Dadeland Blvd., Suite 508
Miami, Florida 33156
(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.

United Corporate Services, Inc.

(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.

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

A. DIRECTORS

Chairman: Mark Kottler

Address: 2200 N.W. Corporate Drive, Suite 304, Boca Raton, FL 33431

Vice Chairman: _____

Address: _____

Director: Ronald Kieves

Address: 2200 N.W. Corporate Drive, Suite 304, Boca Raton, FL 33431

Director: _____

Address: _____

B. OFFICERS

President: Ronald Kieves

Address: 2200 N.W. Corporate Drive, Suite 304, Boca Raton, FL 33431

Vice President: _____

Address: _____

Secretary: Mark Kottler

Address: 2200 N.W. Corporate Drive, Suite 304, Boca Raton, FL 33431

Treasurer: Mark Kottler

Address: 2200 N.W. Corporate Drive, Suite 304, Boca Raton, FL 33431

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

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

14. Ronald Kieves, President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

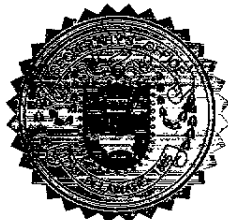
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFFINITY RESOURCES CORP." 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 ELEVENTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AFFINITY RESOURCES CORP." WAS INCORPORATED ON THE ELEVENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DELAWARE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1606082

DATE: 02-11-02