

F020000006344

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

12/23/02
WST

Office Use Only



800009458188

~~12/21/02--01001 014 **70.00~~

12/23/02--01002--015 **70.00

FILED RECEIVED
02 DEC 20 PM 1:08
02 DEC 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

December ²⁰~~19~~, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
02 DEC 20 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5722342 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Frequency Marketing, Inc. (OH)
Withdrawal
Florida

LoyaltyOne, Inc. (OH)
Qualification
Florida

Today's Date Please 12-20-02

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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.*

1. LoyaltyOne, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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.)

2. Ohio 3. 31-1746398
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 13, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6101 Meijer Drive
Milford, Ohio 45159
(Current mailing address)

8. Marketing Services
(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)

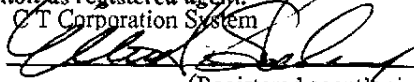
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
02 DEC 20 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: * See attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
02 DEC 20 PM 1:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached Exhibit A

Address: _____

Vice President: _____

Address: _____

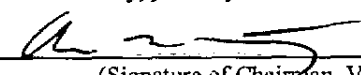
Secretary: _____

Address: _____

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. Alan M. Utay, Vice President & Secretary
(Typed or printed name and capacity of person signing application)

Exhibit A

LOYALTYONE, INC.

An Ohio corporation incorporated 12/13/00

OFFICERS AND DIRECTORS

Effective 11/20/02

A wholly-owned subsidiary of ADS Alliance Data Systems, Inc.

OFFICERS:

	NAME	BUSINESS ADDRESS
Chairman, President and Chief Executive Officer	Michael A. Beltz	17655 Waterview Parkway Dallas, Texas 75252
Vice President	Denise Fusaro	17655 Waterview Parkway Dallas, Texas 75252
Vice President & Secretary	Alan M. Utay	17655 Waterview Parkway Dallas, Texas 75252
Senior Vice President and Chief Technology Officer	James E. Kuschill	6101 Meijer Drive Milford, OH 45150
Vice President	Michael T. Capizzi	6101 Meijer Drive Milford, OH 45150
Vice President	Lynne Rentschler	6101 Meijer Drive Milford, OH 45150
Vice President, Tax	Richard E. Schumacher Jr.	800 Techcenter Drive Gahanna, OH 43230

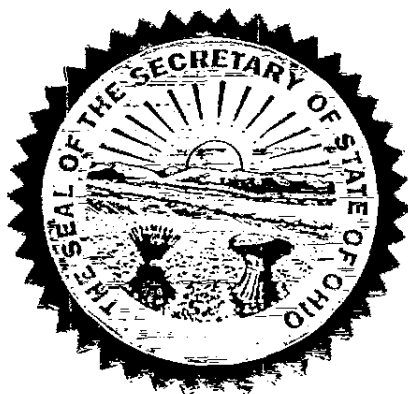
DIRECTORS:

Michael A. Beltz	17655 Waterview Parkway Dallas, Texas 75252
Alan M. Utay	17655 Waterview Parkway Dallas, Texas 75252

FILED
02 DEC 20 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show the MERGER of LOYALTY SOLUTIONS, INC., an Ohio Corporation, Charter No. 1197644, having its principal location in Milford, County of Clermont, incorporated on December 13, 2000, and FREQUENCY MARKETING INTERNATIONAL, INC., an Ohio Corporation, Charter No. 1197649, having its principal location in Milford, County of Clermont, incorporated on December 13, 2000, and FREQUENCY MARKETING, INC., an Ohio Corporation, Charter No. 582845, having its principal location in Milford, County of Clermont, incorporated on October 05, 1981, merging into LOYALTYONE, INC., survivor of said merger, an Ohio Corporation, Charter No. 1197642, was filed September 30, 2002. Said Corporation, LOYALTYONE, INC., an Ohio Corporation, Charter No. 1197642, having its principal location in Milford, County of Clermont, was incorporated on December 13, 2000, and is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 19th day of November, A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State