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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/19/16DS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TPG Rewards Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>REGINALD HAUGHTON</u>	<div>FILED 16 JUL 15 AM 8:20 SECRETARY OF STATE TALLAHASSEE, FLORIDA</div>
Name of Person	
<u>TPG REWARDS INC.</u>	
Firm/Company	
<u>29 BROADWAY, 14TH FLOOR</u>	
Address	
<u>NEW YORK, NEW YORK 10006</u>	
City/State and Zip code	
<u>Rhaughton@tpgny.com</u>	
E-mail address: (to be used for future annual report notification)	

For further information concerning this matter, please call:

<u>JEFFREY BRETON</u>	at	<u>(212)</u>	<u>447-6206</u>
Name of Person		Area Code	Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. TPG REWARDS INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELOWORE. 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1-24-2006. 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. 7-1-2016.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 29 Broadway, 14th Floor New York NY 10006.
(Principal office address)

(Current mailing address, if different)

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

Name: Neil Solomon.

Office Address: 6749 NW 128th Way.
Parkland., Florida 33076.
(City) (Zip code)

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9. 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.

Neil Solomon
(Registered agent's signature)

10. 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.

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

A. DIRECTORS

Chairman: John Galinos
Address: 29 Broadway - 14th Floor.
New York NY. 10006.

Vice Chairman: Neil Solomon.
Address: 6749 NW 128th Way.
Parkland Fl. 33076.

Director: GEORGE Patilis
Address: 29 Broadway - 14th Floor
New York NY. 10006.

Director: Edward Hedder.
Address: 29 Broadway - 14th Floor.
New York NY. 10006.

B. OFFICERS

President: John Galinos
Address: 29 Broadway - 14th Floor.
New York, NY. 10006.

Vice President: _____
Address: _____

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TALLAHASSEE, FLORIDA

Secretary: Neil Solomon.
Address: 6749 NW 128th Way. Parkland. Fl. 33076.

Treasurer: REGINALD HAUGHTON.
Address: 29 Broadway 14th Floor New York NY. 10006.

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

12. _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. REGINALD HAUGHTON. CFO
(Typed or printed name and capacity of person signing application)

Additional DIRECTORS

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kalin Mintchev.

Address: 29 Broadway - 14th Floor.

New York, NY 10006.

Director: _____

Address: _____

B. OFFICERS

President: _____

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.

12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. REGINALD KUSHON - CFO

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

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SECRETARY OF STATE
ALABAMA, FLORIDA

Delaware


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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "TPG REWARDS INC." 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 THIRTIETH DAY OF JUNE, A.D. 2016.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

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SR# 20164726419

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202592464

Date: 06-30-16