

F96000001217

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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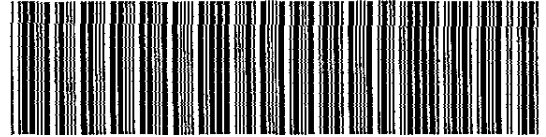
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN 26 PM 4:09

*Name Change*

*1/30/06*

*DC*

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Progeny Marketing Innovations Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** F96000001217

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Doyline Lloyd

(Name of Contact Person)

Affinion Benefits Group, Inc.

(Firm/Company)

400 Duke Drive

(Address)

Franklin, TN 37067-2700

(City/State and Zip Code)

For further information concerning this matter, please call:

Doyline Lloyd

(Name of Contact Person)

at ( 800 ) 251-2148 ext. 2577

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &  
Certificate of Status

☐

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

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

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F96000001217

(Document number of corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN 26 PM 4:09

1. Progeny Marketing Innovations Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. March 8, 1996

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 13, 2006

5. Affinion Benefits Group, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

David Ford  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David Ford

(Typed or printed name of person signing)

Senior Vice President

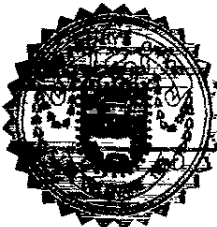
(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PROGENY MARKETING INNOVATIONS INC.", CHANGING ITS NAME FROM "PROGENY MARKETING INNOVATIONS INC." TO "AFFINION BENEFITS GROUP, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JANUARY, A.D. 2006, AT 12:55 O'CLOCK P.M.



2088396 8100

060047567

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4455101

DATE: 01-18-06

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
PROGENY MARKETING INNOVATIONS INC.**

**Dated January 13, 2006**

Progeny Marketing Innovations Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

**FIRST:** That by unanimous written consent of the Board of Directors of the Corporation, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation (the "Certificate"), declaring its advisability, and directing that the amendment proposed be submitted to the stockholders of the Corporation for consideration and approval.

**SECOND:** That the sole stockholder of the Corporation, by written consent in lieu of a special meeting, consented to and adopted this amendment.

**THIRD:** That this amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the DGCL.

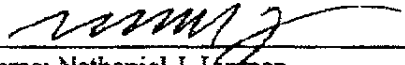
**FOURTH:** The Certificate is hereby amended by deleting the FIRST paragraph thereof and by substituting in lieu of said FIRST paragraph the following new FIRST paragraph:

"FIRST. The name of the corporation is Affinion Benefits Group, Inc."

\* \* \* \* \*

**IN WITNESS WHEREOF**, the Corporation has caused the undersigned to execute this Certificate as of the date set forth herein.

**PROGENY MARKETING INNOVATIONS  
INC.**

By:   
Name: Nathaniel J. Lapman  
Title: President and Chief Executive Officer