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LIMITED LIABILITY COMPANY

Global Express Loyalty Systems, LLC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION
OF
GLOBAL EXPRESS LOYALTY SYSTEMS, LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, *Florida Statutes* Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **GLOBAL EXPRESS LOYALTY SYSTEMS, LLC** (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

7255 South Military Trail
Lake Worth, FL 33463

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Kevin Dyson, Ph.D.
7255 South Military Trail
Lake Worth, FL 33463

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ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLES VII - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company who will serve until the first annual meeting or until their successors are elected and qualify are:

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NAME

Kevin Dyson, Ph.D.

ADDRESS7255 South Military Trail
Lake Worth, FL 33463

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at West Palm Beach, Florida, on the 12th day of September, 2000.



KEVIN DYSON, Ph.D.

STATE OF FLORIDA)

ss

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12 day of Sept, 2000, by KEVIN DYSON, Ph.D., who is personally known to me and/or who produced _____ as identification.



NOTARY PUBLIC, Signature

NOTARY PUBLIC, Printed Name

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **GLOBAL EXPRESS LOYALTY SYSTEMS U.S.A., LLC**, hereby consents to accept services of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.


 KEVIN DYSON, Ph.D.

STATE OF FLORIDA)
) ss
 COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12 day of Sept., 2000, by KEVIN DYSON, Ph.D., who is personally known to me and/or who produced _____ as identification.



Notary Seal


 NOTARY PUBLIC, Signature


 NOTARY PUBLIC, Printed Name

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