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LIMITED LIABILITY COMPANY

SPIRIT INCENTIVES MARKETING, LLC

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**ARTICLES OF ORGANIZATION
OF
SPIRIT INCENTIVES MARKETING, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company shall be SPIRIT INCENTIVES MARKETING, LLC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the limited liability company shall be located at 115 N.W. 2ND Avenue, Fort Lauderdale, FL 33311, but the limited liability company shall have the power and authority to establish branch offices at any other place or places as the Manager(s) may designate.

**ARTICLE III
DURATION**

The limited liability company shall have perpetual duration.

**ARTICLE IV
MANAGEMENT**

The limited liability company is a manager-managed company and shall initially have three (3) Managers. The number of Managers may be increased or decreased from time to time by the members, as provided in the Operating Agreement of the limited liability company, but there shall never be less than one (1) Manager.

Prepared by:
David C. Hardin, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Ft. Lauderdale, Florida 33395
(954)467-2200
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**ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the limited liability company is 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394, and the initial registered agent at that office is David C. Hardin.

**ARTICLE VI
EFFECTIVE DATE**

These Articles of Organization shall become effective upon filing by the Department of State of the State of Florida.

**ARTICLE VII
INDEMNIFICATION**

The limited liability company is hereby specifically authorized to make provision for the indemnification of Managers, employees and agents to the full extent permitted by law.

The undersigned certifies that this instrument constitutes the Articles of Organization of SPIRIT INCENTIVES MARKETING, LLC.

Dated this 18th day of December, 2003.



DAVID C. HARDIN, Authorized Agent

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CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 608.407, and 608.415, Florida Statutes, the following is submitted:

SPirit INCENTIVES MARKETING, LLC., desiring to organize or qualify under the laws of the State of Florida, hereby designates David C. Hardin as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394.

DATED this 18th day of December, 2003.



DAVID C. HARDIN

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 18th day of December, 2003.



DAVID C. HARDIN

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