

W4000014615

Florida Department of State  
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From:

Account Name : FEE & JEFFRIES, P.A.  
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LIMITED LIABILITY COMPANY

Loyalty Solutions, LLC

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DIVISION OF CORPORATIONS

W4-14615

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**ARTICLES OF ORGANIZATION  
OF  
LOYALTY SOLUTIONS, LLC**

The undersigned authorized representative of a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

FILED  
OFFICE OF THE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 24 11:33 AM

**ARTICLE I**

**Name, Mailing Address and Purpose of Organization**

The name of this limited liability company is Loyalty Solutions, LLC (the "Company"). The Company's initial mailing and street address 320 West Kennedy Boulevard, Suite 650, Tampa, Florida 32314 and its initial registered agent is David M. Jeffries, whose address is 101 East Kennedy Boulevard, Suite 3000, Tampa, Florida 33602. The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

**ARTICLE II**

**Duration of Existence**

The Company shall remain in existence from the date the Articles of Organization are filed with the Florida Department of State until terminated in accordance with the provision of the Florida Limited Liability Company Act or the Company's Operating Agreement.

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### ARTICLE III

#### Management of the Company

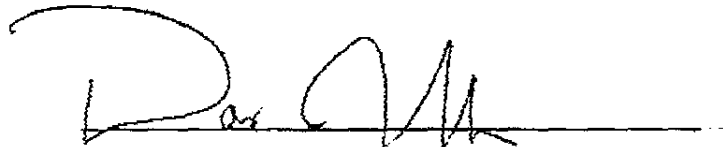
The Company shall be managed by one or more managers, who shall be elected annually by the Members in the manner set forth in the Company's Operating Agreement.

### ARTICLE IV

#### Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his/her or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 24<sup>th</sup> day of February 2004.



David M. Jeffries,

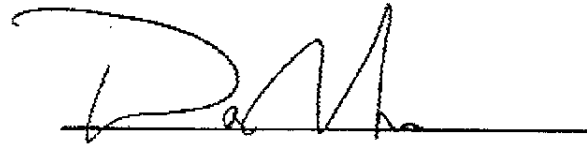
Authorized Representative of a Member

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, Loyalty Solutions, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 101 East Kennedy Boulevard, Suite 3000, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

  
David M. Jeffries,  
Authorized Representative of a Member

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named limited liability company and agree to act as such in accordance with the provisions of §48.091 and §608.415, *Florida Statutes*.

  
David M. Jeffries

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