

AUG-14-2006 MON 02:17 PM

Division of Corporations

FAX NO.

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0383

From:

Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305) 415-3000
Fax Number : (305) 415-3001

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Horizon Loyalty and Incentives, LLC

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Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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P. 01

TRANSACTION REPORT

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H060002011753ARCV

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To: Division of Corporations
Fax Number: (850) 306-0383

From:
Account Name: MORGAN LEWIS & BOCKIUS LLP
Account Number: 075077003370
Phone: (305) 415-3000
Fax Number: (305) 415-3001

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**ARTICLES OF ORGANIZATION
OF
HORIZON LOYALTY AND INCENTIVES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, P.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company is Horizon Loyalty and Incentives, LLC (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is

20 West Park Avenue
Suite 308
Long Beach, New York 11561

**ARTICLE III
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT**

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

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

**ARTICLE IV
MANAGEMENT**

The Company shall be manager-managed company.

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08/10/2006

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NO. 606

003

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization
this 9th day of August 2006.


CRAIG STERN

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CT CORPORATION

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08/10/2006 12:42 COASTLINE CAPITAL LLC + 916000196701

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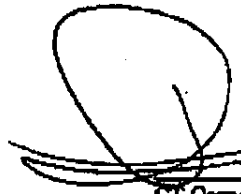
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Horizon Loyalty and Incentives, LLC and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: August 10, 2006

Registered Agent


Peter F. Souza
Assistant Secretary
CT Corporation

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