

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L15000090511
FILED 8:00 AM
May 21, 2015
Sec. Of State
kasaly**

Article I

The name of the Limited Liability Company is:

LOYALTY APPS LLC

Article II

The street address of the principal office of the Limited Liability Company is:

19452 WATERS REACH LANE
#301
BOCA RATON, FL. US 33434

The mailing address of the Limited Liability Company is:

19452 WATERS REACH LANE
#301
BOCA RATON, FL. US 33434

Article III

Other provisions, if any:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

WILLIAM GOLDFARB
19452 WATERS REACH LANE
#301
BOCA RATON, FL. 33434

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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.

Registered Agent Signature: WILLIAM GOLDFARB

Article V

The name and address of person(s) authorized to manage LLC:

Title: MGR
LOYAL PROGRAMS INC
19452 WATERS REACH LANE #301
BOCA RATON, FL. 33434 US

Title: MGR
LUCY BEE HOLDINGS LLC
1835 E HALLANDALE BLVD #636
HALLANDALE, FL. 33009 US

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Article VI

The effective date for this Limited Liability Company shall be:

05/21/2015

Signature of member or an authorized representative

Electronic Signature: WILLIAM GOLDFARB

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.