

TRANSMITTAL LETTER

L99000004920

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Affinity Marketing Group
(Proposed corporate name - must include suffix)

100002897591--9
-06/08/99--01002--015
****337.50 ****337.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Hopping Green Sams & Smith (TGS)
Name (Printed or typed)

123 S. Calhoun St.
Address

Tallahassee FL 32301
City, State & Zip

(850) 222-7500
Daytime Telephone number

① name not available

Name Availability	99 JUN -7 PM 4:46
Document Examiner	DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
Updater	
Updater Verifier	
Acknowledgement	DCC
W.P. Verifier	DCC

NOTE: Please provide the original and one copy of the articles.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 10 PM 1:24

FILED

8-10-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

HOPPING GREEN SAMS & SMITH
123 S. CALHOUN ST
TALLAHASSEE, FL 32301

SUBJECT: AFFINITY MARKETING GROUP, L.L.C.
Ref. Number: W99000013234

*Liz Call when ready
FERRICK
425-3435
W. msg.*

We have received your document for AFFINITY MARKETING GROUP, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 199A00030813

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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

**ARTICLES OF ORGANIZATION OF
NATIONAL AFFINITY MARKETING GROUP, L.L.C.**

ARTICLE I

Name

The name of the limited liability company ("Company") is National Affinity Marketing Group, L.L.C.

ARTICLE II

Address of Principal Office

The mailing and street address of the Company's principal office is: 240 Circle Drive, Maitland, Florida 32751.

ARTICLE III

Duration

The Company shall begin existence upon the filing of these Articles of Organization with the Florida Department of State. The Company shall have perpetual existence.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is: Timothy G. Schoenwalder, Esquire. The address of the Company's registered office is: 123 South Calhoun Street, Tallahassee, Florida 32301.

ARTICLE V

Management

The management of the Company is vested in the Manager, who may or may not be a Member of the Company. The powers and duties of the Manager are as set forth in the Company's Regulations. The initial manager will serve until the first annual meeting of the Members or until his/her successor is elected and qualified. The initial Manager is:

Michael J. Nelson, whose address is 240 Circle Drive, Maitland, Florida 32751.

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ARTICLE VI

Admission of New Members

The members may admit to the Company additional member(s) to share in the profits, losses, available cash flow, and ownership of assets of the Company on such terms as are determined by members then holding a majority interest in the Company. Admission of any additional member(s) requires the written consent of all members. Any such additional members will be allocated gain, loss, income, or expense by the method provided in the Company's regulations ("Regulations").

ARTICLE VII

Continuation of Business

The death, retirement, resignation, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company shall not dissolve the Company.

ARTICLE VIII

Amendment of the Articles

These Articles may be altered, amended, or repealed in whole or in part by vote of members then holding a majority interest in the Company, provided that any such changes shall be consistent with the laws of Florida which define, limit or regulate the powers of the Company or the members of the Company. An amendment shall become and be taken as part of these Articles of Organization upon its filing with the Florida Department of State.

ARTICLE IX

Indemnity

To the fullest extent permitted by the Laws of Florida, as the same may be from time to time amended, but subject to all restrictions set forth therein, the Company shall indemnify, hold harmless, and advance expenses to any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she was a member or manager of the Company, against liability as defined in the Regulations, expenses as defined in the Regulations and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof.

Executed and dated this 9th day of August 1999.



Timothy G. Schoenwalder,
Authorized Representative
Tallahassee, Florida

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of National National Affinity Marketing Group, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$600.00;
- 3) the agreed value of property other than cash contributed by members is \$0; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$600.00.



Timothy G. Schoenwalder
Authorized Representative

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is National Affinity Marketing Group, L.L.C.
2. The name and the Florida street address of the registered agent are:

Timothy G. Schoenwalder, Esquire
Hopping Green Sams & Smith, P.A.
123 South Calhoun Street
Tallahassee, Florida 32301

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.



Timothy G. Schoenwalder, Esquire

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