

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L990000007389

The Affinity Group, LLC
and
SGR Marketing, LLC

000003118140--7
-02/03/00--01022--003
*****11.25 *****11.25

000003118140--7
-02/01/00--01046--023
*****78.75 *****78.75

Signature _____

Requested by: LS 2/1/00 9:30
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
STATE

OFFER - 1 AM 10:32

RECEIVED

OFFER - 1 11:29
TALLAHASSEE, FLORIDA

JB
2300



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2000

CAPITAL CONNECTION, INC.

SUBJECT: THE AFFINITY GROUP LLC
Ref. Number: L99000007389

We have received your document for THE AFFINITY GROUP LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The total amount to file the merger and receive a certified copy of the filing is \$90.00.

There is a balance due of \$11.25.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 200A00004972

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED
DATE 10-17-2007 BY 60322
00FTR-1 10-8-29



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 1, 2000

CAPITAL CONNECTION, INC.

SUBJECT: THE AFFINITY GROUP LLC
Ref. Number: L99000007389

We have received your document for THE AFFINITY GROUP LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to our conversation today, please find enclosed the proper forms/instructions to file articles of merger.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 200A00004845

AFFINITY
GROUP LLC
00FEB-1 11 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SGR MARKETING, INC. A Florida Corporation P98000024150

INTO

THE AFFINITY GROUP LLC, a Florida entity, L99000007389

File date: February 1, 2000

Corporate Specialist: Trevor Brumbley

RECORDED
FEB 1 11 00 AM '00
TALLAHASSEE, FLORIDA

ARTICLES
OF MERGER
FILED

ARTICLES OF MERGER
OF

THE AFFINITY GROUP LLC

A Florida limited liability company

FEIN: 59-3607447 - Florida Document Registration Number: L99000007389

Street Address of Principal Office: 100 2nd Avenue South
Suite 302N
St. Petersburg, Florida 33701

Which entity is the SURVIVING ENTITY

AND

SGR MARKETING, INC.

A Florida corporation

FEIN: 59-3497900 - Florida Document Registration Number: P98000024150

Street Address of Principal Office: 100 2nd Avenue South
Suite 302N
St. Petersburg, Florida 33701

Which entity is the Merging entity

To the Secretary of State
of the State of Florida

Pursuant to Sections 607.1109 and 608.4382, the following Articles of Merger are executed for the purpose of merging Sgr Marketing, Inc., a Florida corporation (the "Merged Corporation"), into The Affinity Group LLC, a Florida limited liability company (the "Surviving Limited Liability Company").

1. The Agreement and Plan of Merger is attached hereto as Exhibit "A" (the "Plan").
2. The Plan was approved by the Sole Director and the Sole Stockholder of the Merged Corporation on January 19, 2000 in accordance with Chapter 607, Florida Statutes.
3. The Plan was approved by the Sole Member of the Surviving Limited Liability Company on January 19, 2000 in accordance with Chapter 608, Florida Statutes.

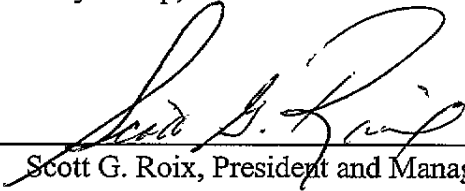
4. The effective date of the merger in the State of Florida herein provided shall be February 1, 2000.

5. The Plan meets the requirements of Sections 607.1108 and 608.438, Florida Statutes.

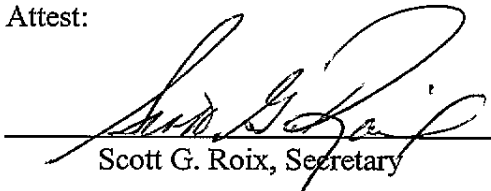
6. This merger is permitted by all applicable laws and is not prohibited by the Articles of Incorporation or the Regulations, Operating Agreement or Articles of Organization of any corporation or limited liability company that is a party to this merger.

These Articles of Merger comply and were executed effective January 19, 2000 in accordance with the laws of Florida which is the jurisdiction of each party hereto.

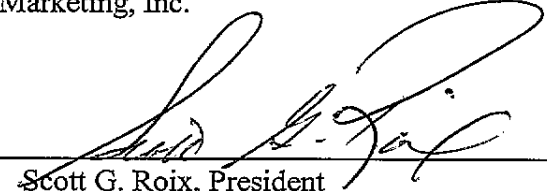
The Affinity Group, LLC

By: 
Scott G. Roix, President and Managing Member

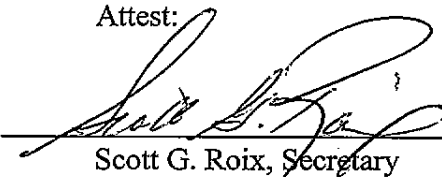
Attest:


Scott G. Roix, Secretary

SGR Marketing, Inc.

By: 
Scott G. Roix, President

Attest:


Scott G. Roix, Secretary

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FALL 1999
AND
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made this 19th day of January, 2000, by and between THE AFFINITY GROUP LLC, a Florida limited liability company ("Surviving Limited Liability Company") and SGR MARKETING, INC., a Florida corporation ("Merged Corporation") (hereinafter individually called "Merging Entity" and collectively called the "Merging Entities").

W I T N E S S E T H:

WHEREAS, the Articles of Organization of the Surviving Limited Liability Company were filed in the office of the Secretary of State of Florida on November 3, 1999:

WHEREAS, Merged Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State of Florida has 1,000 authorized shares of \$1.00 par value common capital stock, of which 510 shares are issued and outstanding on the date hereof;

WHEREAS, the Sole Director and the Sole Shareholder of the Merged Corporation and the Sole Member and of the Surviving Limited Liability Company have authorized the merger of Merged Corporation into Surviving Limited Liability Company pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the sole shareholder of the Merged Corporation and by the Sole Member of the Surviving Limited Liability Company.

NOW, THEREFORE, the merger of Merged Corporation into Surviving Limited Liability Company shall be accomplished as follows:

ARTICLE I

Merger

On the Effective Date (defined below), Merged Corporation shall be merged into Surviving Limited Liability Company and Surviving Limited Liability Company shall merge Merged Corporation into itself. Following the approval of this Plan by the Sole Shareholder and the Sole Member of the Merging Entities, the officers of the Merging Entities shall cause the filing of Articles of Merger with the Secretary of the State of Florida, with the merger to have an effective date of February 1, 2000 (the "Effective Date").

ARTICLE II

Articles of Organization and Name

The Articles of Organization of the Surviving Limited Liability Company shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be THE AFFINITY GROUP LLC.

ARTICLE III

Conversion of Shares and Membership Interests

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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11-11-00 BY 60322

(a) Each share of \$1.00 par value common capital stock of Merged Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one-half of one percent (0.5%) of membership interest in the Surviving Limited Liability Company. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merged Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate membership interest of Surviving Limited Liability Company into which the shares of common stock of Merged Corporation theretofore represented by such certificate or certificates shall have been converted pursuant to this Paragraph (a).

(b) Each 1% of Membership Interest in the Surviving Limited Liability Company outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one-half percent (0.5%) membership interest in the Surviving Limited Liability Company. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing membership interest of Surviving Limited Liability Company shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate membership interest of Surviving Limited Liability Company into which the membership interest of Surviving Limited Liability Company theretofore represented by such certificate or certificates shall have been converted pursuant to this Paragraph (b).

ARTICLE IV Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Regulations and Operating Agreement (the "Regulations") of Surviving Limited Liability Company shall be amended and restated as a result of this merger.

(b) The President and Managing Member of Surviving Limited Liability Company on the Effective Date shall remain as the President and Managing Member of the Surviving Limited Liability Company after the merger. The name and business address of the President and Managing Member is as follows:

Scott G. Roix
100 2nd Avenue South
Suite 302N
St. Petersburg, Florida 33701

(c) The officers of Surviving Limited Liability Company on the Effective Date shall remain as the officers of Surviving Limited Liability Company.

(d) The Surviving Limited Liability Company shall pay all expenses incident to this merger.

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AFFINITY GROUP LLC
ST. PETERSBURG, FLORIDA

(e) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to subscribe to any shares of stock or membership interest.

(f) Prior to the Effective Date, neither Merging Corporation shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Limited Liability Company, in accordance with the provisions hereof, the laws of the State of Florida. After the merger, Surviving Limited Liability Company shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Limited Liability Company, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Limited Liability Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Limited Liability Company.

(h) Following the merger, Surviving Limited Liability Company shall cause a copy of this Plan, the certificate of merger, or such other documents as the officers of Surviving Limited Liability Company shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(i) If, at any time, Surviving Limited Liability Company shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Limited Liability Company, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Limited Liability Company, and otherwise to carry out the purposes of this Plan.

ARTICLE V Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated January 19, 2000, by the Sole Member and President of the Surviving Limited Liability Company pursuant to Section 608, Florida Statutes, and the undersigned officers of the Surviving Limited Liability Company have been authorized and directed to execute same.

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(b) This Plan has been duly adopted and approved by written consent dated January 19, 2000, by the Sole Director and by the Sole Shareholder of the Merged Corporation pursuant to Sections 607, Florida Statutes, and the undersigned officers of the Merged Corporation have been authorized and directed to execute same.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.

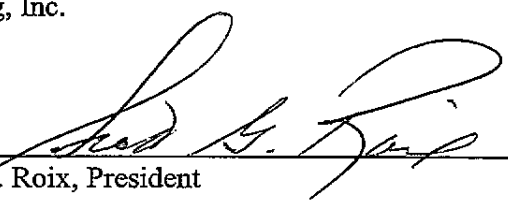
The Affinity Group, LLC

By: 
Scott G. Roix, President and Managing Member

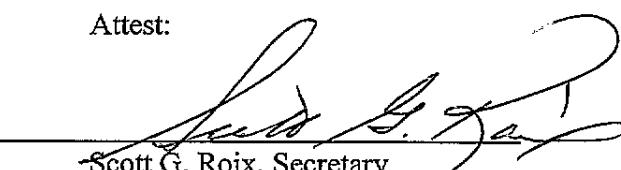
Attest:


Scott G. Roix, Secretary

SGR Marketing, Inc.

By: 
Scott G. Roix, President

Attest:


Scott G. Roix, Secretary

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