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Direct Dial
(612) 347-0653

December 21, 2000

Reply to
Minneapolis

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Application for Registration

To Whom It May Concern:

Enclosed for filing in your office is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida along with the Certificate of Designation of Registered Agent/Registered Office signed by CT Corporation System. Also enclosed is MotivAction, LLC's Certificate of Good Standing from the State of Minnesota. A check in the amount of \$125 is enclosed to cover the filing fees for both of these documents. I have enclosed an envelope for your convenience in returning the filed copies to me.

If you have any questions regarding the enclosed, do not hesitate to contact me.

Very truly yours,

WINTHROP & WEINSTINE, P.A.

By - *Tim Barnett* by *KB*
Timothy M. Barnett

TMB/M:419201_1

File No. 8676-1

Enclosures

cc: Mr. Marlyn Sjaarda

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. MotivAction, LLC
(Name of foreign limited liability company)
2. Minnesota 3. 41-1950744
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 3, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. to be on or about January 2, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 16355 36th Avenue North, Minneapolis, MN 55446

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒ X
9. The usual business addresses of the managing members or managers are as follows:

16355 36th Avenue North, Minneapolis, MN 55446

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Sale of incentive travel and award programs and products

Marlyn B. Sjaarda
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Marlyn B. Sjaarda

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

MotivAction, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation,

FL

33324

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S..

Michele R. Justesen, Asst. Secy.
(Signature)

Michele R. Justesen, Asst. Secy.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

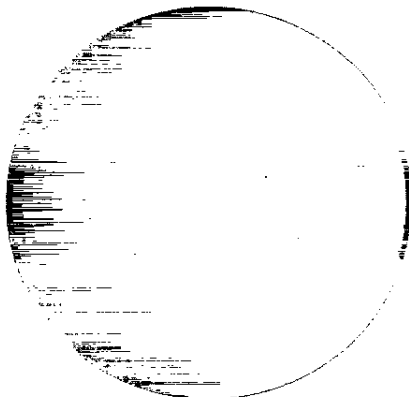
Name: MotivAction, LLC

Date Formed or Registered: September 3, 1999

State of Organization: Minnesota

This certificate has been issued on December 11, 2000.

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00 DEC 26 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Mary Kiffmeyer
Secretary of State.