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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 486263 4350034

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 125.00

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 10, 2004

ORDER TIME : 10:22 AM

ORDER NO. : 486263-005

CUSTOMER NO: 4350034

CUSTOMER: Susan Smith
Dinsmore & Shohl
255 E 5th Street
1900 Chemed Center
Cincinnati, OH 45202

FOREIGN FILINGS

NAME: LOYALTY SYSTEMS OF AMERICA,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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TALLAHASSEE, FLORIDA

**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. Loyalty Systems of America, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. January 30, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (Sec sections 608.501, 608.502, and 817.155, F.S.))
7. One Financial Way, Suite 304
Cincinnati, Ohio 45242
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Vincent P. Eysoldt, One Financial Way, Suite 304, Cincinnati, Ohio 45242
Stuart Graham, One Financial Way, Suite 304, Cincinnati, Ohio 45242
Walter Dubowec, One Financial Way, Suite 304, Cincinnati, Ohio 45242
Walter Dubowec, One Financial Way, Suite 304, Cincinnati, Ohio 45242
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: _____

Transaction of all lawful business

Walter Dubowec
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.)

Walter Dubowec

Typed or printed name of signee

**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:

Loyalty Systems of America, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

(City/State/Zip)

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.



(Signature)

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

Delaware

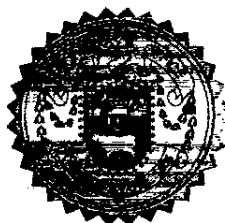
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LOYALTY SYSTEMS OF AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LOYALTY SYSTEMS OF AMERICA, LLC" WAS FORMED ON THE THIRTIETH DAY OF JANUARY, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3759234 83007

AUTHENTICATION: 2979570

040178919

DATE: 03-10-04