

M110000003454

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

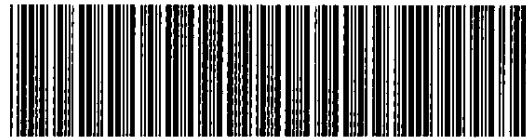
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07/08/11--01016--007 **125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

JUL 11 2011

EXAMINER



phone: 203 324 7635
fax: 203 674 7080
www.vertrue.com

20 Glover Avenue, Norwalk, CT 06850

July 7, 2011

VIA OVERNIGHT MAIL

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
11 JUL -8 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FL 09100

RE: Name Change For Vertrue Incorporated

Dear Sir or Madame:

Please note that Vertrue Incorporated, which is registered as a foreign corporation authorized to Transact Business in Florida, has been rebranded as Vertrue LLC.

Enclosed is (1) Vertrue LLC's Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; (2) a Long Form Certificate of Good Standing regarding the name change from the Delaware Secretary of State; and (3) the filing fee check in the amount of \$125.00.

Please send me an acknowledgment of the filing of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Should you have any further questions with regard to the enclosed application, please feel free to contact me at 203-674-7127.

Thank you for your assistance with this matter.

Very truly yours,


Maria L. Zanfini
Vice President & Senior Counsel

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Vertrue LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

George Thomas

Name of Person

Vertrue LLC

Firm/Company

20 Glover Avenue

Address

Norwalk, CT 06850

City/State and Zip Code

george.thomas@vertrue.com

E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

George Thomas

at (203) 324-7635

Name of Person

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. Vertrue LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 260543155
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 28, 2010 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. None
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 20 Glover Avenue
Norwalk, CT 06850
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

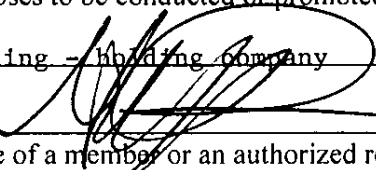
9. The name and usual business addresses of the managing members or managers are as follows:

V2V Holdings LLC
20 Glover Avenue
Norwalk, CT 06850

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: _____

Advertising/Marketing - holding company


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. I am aware that any 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.)

George Thomas

Secretary
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:

VERTRUE LLC

If unavailable, the alternate to be used in the state of Florida is:

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

United Corporate Service, Inc.

(Name)

9200 South Dadeland Blvd.- Suite 508

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

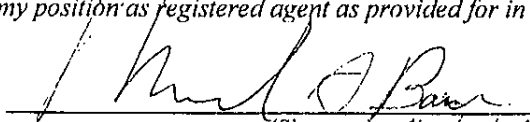
Miami

FL 33156

City/State/Zip

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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, Florida Statutes.


(Signature) Michael A. Barr, President

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

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TALLAHASSEE, FLORIDA
PAGE

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "VERTRUE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF JULY, A.D. 1989, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF JULY, A.D. 1989, AT 10 O'CLOCK A.M.

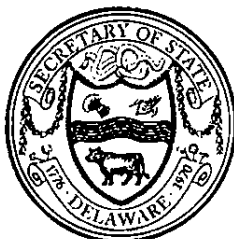
CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1990, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF AUGUST, A.D. 1991, AT 12:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF MAY, A.D. 1992, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF JUNE, A.D. 1992, AT 9 O'CLOCK A.M.


CERTIFICATE OF AMENDMENT, FILED THE FOURTH DAY OF MAY, A.D.



2201951 8310

110740017

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8847418

DATE: 06-20-11

Delaware

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TALLAHASSEE, FLORIDA

1993, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF MARCH,
A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF
SEPTEMBER, A.D. 1994, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF AUGUST,
A.D. 1995, AT 3:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF AUGUST,
A.D. 1995, AT 4:30 O'CLOCK P.M.

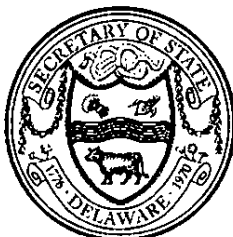
CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF
SEPTEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF JUNE,
A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CARDMEMBER
PUBLISHING CORPORATION" TO "MEMBERWORKS INCORPORATED", FILED THE
FIFTEENTH DAY OF AUGUST, A.D. 1996, AT 4:30 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE THIRTIETH DAY OF AUGUST,
A.D. 1996, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF
SEPTEMBER, A.D. 1996, AT 4 O'CLOCK P.M.



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Jeffrey W. Bullock, Secretary of State
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TALLAHASSEE, FLORIDA
PAGE

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF OCTOBER,
A.D. 1996, AT 2 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
TWENTY-EIGHTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM
"MEMBERWORKS INCORPORATED" TO "VERTRUE INCORPORATED", FILED THE
EIGHTEENTH DAY OF NOVEMBER, A.D. 2004, AT 2:20 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SIXTEENTH DAY OF AUGUST,
A.D. 2007, AT 11:17 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "VERTRUE
INCORPORATED" TO "VERTRUE LLC", FILED THE TWENTY-EIGHTH DAY OF
JULY, A.D. 2010, AT 12:11 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF
JULY, A.D. 2010, AT 12:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID LIMITED LIABILITY COMPANY, "VERTRUE LLC".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE



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Jeffrey W. Bullock, Secretary of State
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BEEN PAID TO DATE.

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DATE: 06-20-11