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O SIMMONS
JAN 17 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 462389 4306193

AUTHORIZATION :

COST LIMIT : \$125.00

ORDER DATE : January 11, 2017

ORDER TIME : 10:24 AM

ORDER NO. : 462389-020

CUSTOMER NO: 4306193

FOREIGN FILINGS

NAME: AFFINITY LOYALTY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: AFFINITY LOYALTY, 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:

Eileen C. Downes

Name of Person

Katten Muchin Rosenman LLP

Firm/Company

525 W. Monroe Street

Address

Chicago, IL 60661-3693

City/State and Zip Code

mcoutu@alhi.com

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

For further information concerning this matter, please call:

Eileen C. Downes

312 577-8215
at ()

Name of Contact 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:

- | | | | |
|---|---|--|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy | <input type="checkbox"/> \$160.00 Filing Fee, Certificate
of Status & Certified Copy |
|---|---|--|---|

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Affinity Loyalty, 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. N/A

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 2295 S. Hiawassee Road, Suite 306

Orlando, FL 32835

(Street Address of Principal Office)

6. 2295 S. Hiawassee Road, Suite 306

Orlando, FL 32835

(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

Registered agent's acceptance:

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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Melissa Zender
Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

William Dyer; Manager; 2295 S. Hiawassee Road, Suite 306, Orlando, FL 32835

Jonathon Leiman; Manager; 2295 S. Hiawassee Road, Suite 306, Orlando, FL 32835


Daniel Bauman; Manager; 2295 S. Hiawassee Road, Suite 306, Orlando, FL 32835

Andrew Olsen; Manager; 2295 S. Hiawassee Road, Suite 306, Orlando, FL 32835

David G. Gabri; Manager; 2295 S. Hiawassee Road, Suite 306, Orlando, FL 32835

Greg Diekemper; Manager; 2295 S. Hiawassee Road, Suite 306, Orlando, FL 32835

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)


Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Daniel Bauman

Typed or printed name of signee

FILED
17 JAN 13 AM 8:16
DIVISION OF CORPORATIONS

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFFINITY LOYALTY, 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 THIRTEENTH DAY OF JANUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AFFINITY LOYALTY, LLC" WAS FORMED ON THE ELEVENTH DAY OF JANUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6279403 8300

SR# 20170218971

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 201867798

Date: 01-13-17