

CORPORATION SYSTEM

1198000000583

120 South Central Avenue
Clayton, MO 63105
Tel. 314 863 5545
Fax 314 863 1578

June 3, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002551881--1
-06/08/98--01141--002
****285.00 ****285.00

Re: AMERICAN EXPRESS INCENTIVE SERVICES, L.L.C.
(Missouri Domestic)
Order #: 1274087

FILED
98 JUN -8 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Gentlemen:

As requested by counsel, we enclose for filing Application for Registration on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail, using the enclosed self-addressed stamped envelope.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Yours truly,

Marne' J. Hoffmann

Marne' J. Hoffmann
Customer Specialist

Enc.

1198-583

Name	JE 649
Availability	
Document Examiner	JE
Updater	JE
Updater Verifier	JE
Acknowledgment	JE
W. P. Verifier	JE

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

- (Street address of principal office)

- | NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|-------------------------------|------------|-----------------|--------|
| <u>Darryl Hutson</u> | <u>MGR</u> | | |
| <u>1309 N. Highway Drive,</u> | | | |
| <u>Fenton, MO 63099</u> | | | |
| <u>James Menadier</u> | <u>MGR</u> | | |
| <u>Fenton, MO 63099</u> | | | |
| <u>1309 N. Highway Drive,</u> | | | |
| | | | |
| | | | |
| | | | |

FILED
98 JUN -8 PM 4: 22
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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AMERICAN EXPRESS INCENTIVE
SERVICES, L.L.C.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(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.

C T CORPORATION SYSTEM


Jonathan L. Miles, Asst. Secy.

6/3/98

(Date)

FILED
98 JUN -8 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILINGFEE: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of AMERICAN EXPRESS

INCENTIVE SERVICES, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 4,900,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 4,900,000.00 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member.

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

James Menadier

Typed or printed name of signee

FILED
98 JUN -8 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

STATE OF MISSOURI



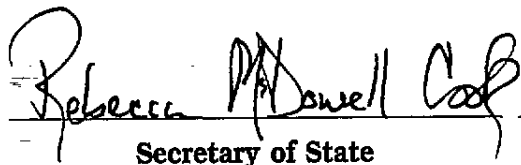
Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE
AND IN MY CARE AND CUSTODY REVEAL THAT
AMERICAN EXPRESS INCENTIVE SERVICES, L.L.C.

WAS FILED IN THIS OFFICE ON THE 16TH DAY OF DECEMBER, 1997,
BECAME EFFECTIVE ON THE 16TH DAY OF DECEMBER, 1997, AND IS IN
GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS
OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
21ST DAY OF MAY, 1998.


Secretary of State

