

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO0000055752**

*The Offspring Company*  
*Inc*

000003281170--5  
-06/08/00--01026--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: LS

Name \_\_\_\_\_

Date 6/8/00

Time 9:42

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier T. Burch JUN 9 2000

**FILED**  
00 JUN -9 AM 11:52  
TALLAHASSEE, FLORIDA  
RECEIVED  
00 JUN -8 AM 10:02  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

June 8, 2000

**CAPITAL CONNECTION, INC.**  
417 E VIRGINIA ST STE 1  
TALLAHASSEE, FL 32302

**SUBJECT: THE AFFINITY COMPANY, INC.**  
Ref. Number: W00000014561

We have received your document for THE AFFINITY COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 000A00032618

FILED

00 JUN -9 AM 11:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

The Affinity Group, Inc.

EFFECTIVE DATE  
06-02-00

**ARTICLES OF INCORPORATION  
OF  
The Affinity Group, Inc.**

<b>ARTICLE I <u>Name</u></b> .....	<b>1</b>
<b>ARTICLE II <u>Term of Existence</u></b> .....	<b>1</b>
<b>ARTICLE III <u>Principal Office</u></b> .....	<b>1</b>
<b>ARTICLE IV <u>Purposes</u></b> .....	<b>1</b>
<b>ARTICLE V <u>General Powers</u></b> .....	<b>1</b>
<b>ARTICLE VI <u>Capital Stock</u></b> .....	<b>3</b>
<b>ARTICLE VII <u>Initial Registered Office and Agent</u></b> .....	<b>3</b>
<b>ARTICLE VIII <u>Directors</u></b> .....	<b>3</b>
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FILED

**ARTICLES OF INCORPORATION  
OF**

**The Affinity Group, Inc.**

00 JUN -9 AM 11:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE I  
Name**

The name of the Corporation is **The Affinity Group, Inc.**

**ARTICLE II  
Term of Existence**

**EFFECTIVE**  
**06-02-00**

The date when corporate existence shall commence shall be June 2, 2000, as provided by Section 607.0203 of the Act, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III  
Principal Office**

The principal office of the Corporation is located at 100 2<sup>nd</sup> Avenue South, Suite 302N, St. Petersburg, FL 33701.

**ARTICLE IV  
Purposes**

The Corporation may engage in the transaction of any or all lawful business in which corporations may lawfully engage under the laws of the State of Florida.

**ARTICLE V  
General Powers**

The Corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real property or personal property, tangible or intangible, or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

(i) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and

compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing powers are not intended to restrict or to limit the powers of the Corporation under the laws of the State of Florida, but to expand or assure that the Corporation shall have the foregoing powers, whether or not they are provided by the laws of the State of Florida. It is intended that the Corporation shall have all powers permitted to corporations in the State of Florida, whether the same are enumerated above or in the Florida Statutes.

#### **ARTICLE VI** **Capital Stock**

The Corporation is authorized to issue fifteen thousand (15,000) shares of Fifty Cents (\$0.50) par value common stock, which will be designated Common Stock.

#### **ARTICLE VII** **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 14004 Ellesmere Drive, Tampa, FL 33624, and the name of its initial registered agent at such address is A. Edward McGinty.

#### **ARTICLE VIII** **Directors**

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation by action of the Board of Directors, provided that the Corporation will always have at least 1 but no more than 11 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

**Name**

**Address**

Scott G. Roix

6020 Bahia Del Mar Circle, #121  
St. Petersburg, Florida 33715

**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

**Name**

**Address**

A. Edward McGinty

14004 Ellesmere Drive  
Tampa, Florida 33624

**ARTICLE X**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**ARTICLE XI**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**ARTICLE XII**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.



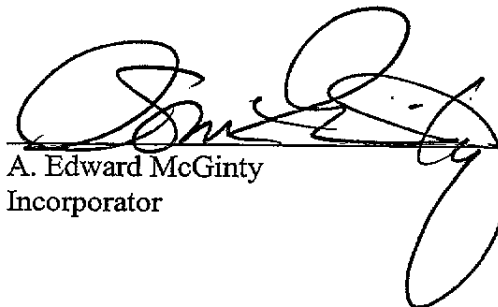
**ARTICLE XIII**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE XIV**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on June 2, 2000.

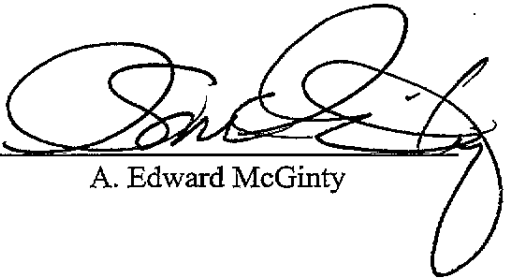


A. Edward McGinty  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 2, 2000



A. Edward McGinty