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LAW OFFICE OF  
**R. WILLIAM FUTCH**

500 NE 8TH AVENUE  
OGALA, FLORIDA 34470  
(352) 732-8080  
FAX: (352) 887-5111

PLEASE REPLY TO:  
POST OFFICE BOX 4885  
OGALA, FLORIDA 34478

March 15, 2001

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Re: SMART LOYALTY CARD, INC.

Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Smart Loyalty Card, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

Very Truly Yours,

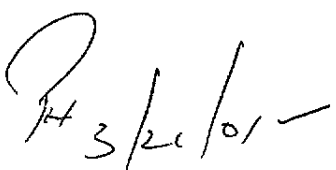
BY

  
R. WILLIAM FUTCH

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RWF/kad  
Enc.

(check # 5168)

  
3/21/01

01 MAR 16 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
of  
SMART LOYALTY CARD, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the corporation is Smart Loyalty Card, Inc.

**ARTICLE II  
DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

The purpose is to engage in marketing and sales and any other activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office, if known, and the mailing address of the corporation is 401 S.E. 49<sup>th</sup> Avenue, Ocala, FL 34471.

**ARTICLE V  
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of this corporation is:

- (A) Registered Agent: CRAIG C. BAGGS
- (B) Registered Office: 401 S.E. 49<sup>th</sup> Avenue  
Ocala, FL 34471

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and addresses of the directors of this corporation are:

Craig C. Baggs  
401 S.E. 49<sup>th</sup> Avenue  
Ocala, FL 34471

ARTICLE VIII  
INCORPORATOR

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

CRAIG C. BAGGS  
401 S.E. 49<sup>th</sup> Avenue  
Ocala, FL 34471

ARTICLE IX  
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to these Articles, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles this 15<sup>th</sup> day of March, 2001.

  
\_\_\_\_\_  
CRAIG C. BAGGS

STATE OF FLORIDA )  
COUNTY OF MARION )

**BEFORE ME**, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared CRAIG C. BAGGS, known to me and known by me to be the person who executed the foregoing Articles and acknowledged to me that he executed the same freely and voluntarily.

**WITNESS** my hand and official seal this 15<sup>th</sup> day of March, 2001.



Karen A. David  
MY COMMISSION # CC707153 EXPIRES  
January 8, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Karen A. David  
Notary Public, State of Florida  
My Commission Expires: 01/08/02

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §607.325, Fla. Stat.

**DATED** this 15<sup>th</sup> day of March, 2001.

Craig C. Baggs

CRAIG C. BAGGS,  
Registered Agent

01 MAR 16 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED