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(Address)

(City/State/Zip/Phone #)

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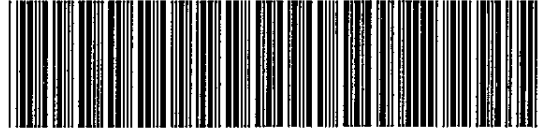
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE  
01/15/2004

FILED  
TALLAHASSEE, FLORIDA

04 JAN 20 PM 6:27



# CONTINENTAL-NATIONAL SERVICES CORP.

320 West Kennedy Blvd.,  
Suite 650  
Tampa, FL 33606-1462

(813) 223-0085  
Fax: (813) 223-1493  
www.cn-group.com

January 15, 2004

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

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

Re: Articles of Incorporation  
Loyalty Solutions, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Loyalty Solutions, Inc., along with a check in the amount of \$70.00 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please date-stamp and return this copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, reading 'James S. Ganther'.

James S. Ganther  
Vice President & General Counsel

JSG/tbm  
enclosures

EFFECTIVE DATE  
01/15/2004

**FILED**

04 JAN 20 PM 6:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LOYALTY SOLUTIONS, INC.**

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**  
**Corporate Name and Principal Office**

The name of this corporation is Loyalty Solutions, Inc. and its principal office and mailing address is 320 West Kennedy Boulevard, Suite 650, Tampa, Florida 33606.

**ARTICLE II**  
**Commencement of Corporate Existence**

The corporation shall come into existence on January 15, 2004.

**ARTICLE III**  
**General Nature of Business**

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

**ARTICLE IV**  
**Capital Stock**

The aggregate number of shares of stock authorized to be issued by this corporation shall be 1,000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the corporation shall be 320 West Kennedy Boulevard, Suite 650, Tampa, Florida 33606, and the initial registered agent of the corporation at such address is James S. Ganther.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

James S. Ganther

Address

320 West Kennedy Boulevard  
Suite 650  
Tampa, Florida 33606

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 15<sup>th</sup> day of January, 2004.

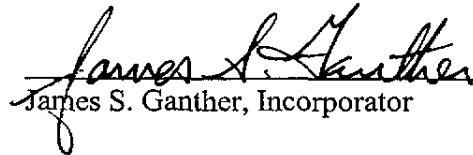
  
James S. Ganther, Incorporator

CERTIFICATE DESIGNATING  
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Loyalty Solutions, Inc., desiring to organize under the laws of the State of Florida, hereby designates James S. Ganther, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 320 West Kennedy Boulevard, Suite 650, Tampa, Florida 33606, the business office of its Registered Agent, as its Registered Office.

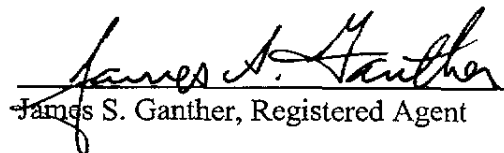
Loyalty Solutions, Inc.

By:

  
James S. Ganther, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
James S. Ganther, Registered Agent