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Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

### ALLIANCE DATA CORP

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION  
OF**

**ALLIANCE DATA CORP**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights, privileges, immunities and liabilities of Incorporation for profit.

**ARTICLE I**

The name of this corporation should be:

**ALLIANCE DATA CORP.**

**ARTICLE II**

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III**

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

**ARTICLE IV**

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the laws or written agreement among the stockholders, which shall be on file in the office of the corporation.

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**ARTICLE V**

The amount of the capital with which its corporation may begin doing business shall not be less than one thousand dollars (\$1,000.00).

The common stock will be of 1.000 shares for \$1.00 dollar per each.

**ARTICLE VI**

The existence of the corporation is perpetual.

**ARTICLE VII**

The initial post office address of the principal office of the corporation in the State of Florida is:

**141 NE 3<sup>RD</sup> AVENUE STE 406 MIAMI, FL 33132**

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The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is:

**141 NE 3<sup>RD</sup> AVENUE STE 406 MIAMI, FL 33132**

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The registered agent at the address is:

**KLEBER DE JESUS  
141 NE 3<sup>RD</sup> AVENUE STE 406  
MIAMI, FL 33132**

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**ARTICLE VIII**

The business of the corporation shall be managed by a board of directors consisting of no less than one, any more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business, which will be properly done by the directors on behalf of the corporation, shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee

**ARTICLE IX**


The names and post office of the members of the first board of directors and the state of corporate officers are as follows:

|                             |                       |            |
|-----------------------------|-----------------------|------------|
| <b>PAULO R. DA SILVA</b>    | <b>PRESIDENT</b>      | <b>50%</b> |
| <b>WAGNER P. DE ALMEIDA</b> | <b>VICE-PRESIDENT</b> | <b>50%</b> |
| <b>KLEBER DE JESUS</b>      | <b>DIRECTOR</b>       |            |

**ARTICLE X**

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATORS HERE UNTO SET OUR HANDS AND SEALS, THIS August 9, 2006.

  
**KLEBER DE JESUS**  
**141 NE 3<sup>RD</sup> AVENUE STE 406**  
**MIAMI, FL 33132**

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporations, organized under the law of the State of Florida. The name of the corporation is **ALLIANCE DATA CORP.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the at the city of Miami, State of Florida has named: **KLEBER DE JESUS**

Agent to accept process in State of Florida County of Dade.

Having been named as registered agent and to accept service of process for the above stated corporation 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.

  
**KLEBER DE JESUS**  
**141 NE 3<sup>RD</sup> AVENUE STE 406**  
**MIAMI, FL 33132**

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