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**FLORIDA PROFIT/NON PROFIT CORPORATION
ANN CARD SERVICES, INC.**

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**ARTICLES OF INCORPORATION
OF
ANN CARD SERVICES, INC.**

**ARTICLE 1
NAME**

The name of the corporation is ANN Card Services, Inc. (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 476 Wheelers Farms Road, Milford, Connecticut 06461.

**ARTICLE 3
AUTHORIZED SHARES**

The Corporation shall have authority, to be exercised by the Board of Directors, to issue no more than one hundred (100) shares of capital stock. These shares shall be one class, with a par value of \$0.01 per share, and shall be designated as "Common Stock." The holders of Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 4
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation at the registered office is Corporation Service Company.

**ARTICLE 5
INCORPORATOR**

The name and address of the incorporator is:

Kyle G. Healy
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

**ARTICLE 6
LIMITATION OF DIRECTOR LIABILITY**

The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

**ARTICLE 7
BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) members whose names and addresses are:

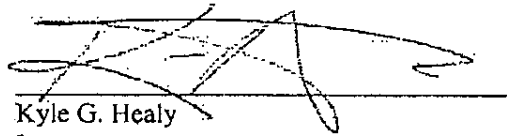
Kay Krill
7 Times Square Tower
New York, New York 10036

Michael J. Nicholson
7 Times Square Tower
New York, New York 10036

Jessica Y. Camuffo
7 Times Square Tower
New York, New York 10036

[Signature on following page]

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 24th day of October, 2012.



Kyle G. Healy
Incorporator

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named as the initial registered agent to accept service of process for ANN Card Services, Inc. at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

CORPORATION SERVICE COMPANY

Date: 10-24-2012By: Sus G. Knight

Name: _____

Title: _____

Sus G. Knight
Assistant Vice President