

JD9600003498

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(904) 222-2666

Address

M. Lind

City/State/Zip

Phone #

20000001636322
01/11/96-01011-004
***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cub Holdings, Inc. (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

96 JAN 11 AM 9:58
TALLAHASSEE, FLORIDA
FILED

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NEW FILINGS	
✓	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

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96 JAN 11 AM 9:24
DIVISION OF CORPORATION

D. BROWN JAN 11 1996

ARTICLES OF INCORPORATION
OF
CUB HOLDINGS, INC.

FILED
SUSAN M. FELDER
CLERK OF THE COURT
86 JUN 8 1988

ARTICLE I - NAME

The name of this Corporation is: CUB HOLDINGS, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is 6487 Parkland Drive, Sarasota, FL 34243.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 Second Avenue South, Suite 400N, St. Petersburg, FL 33701, and the name of the initial Registered Agent of this Corporation at such address is Benjamin Felder.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) Directors initially. The

number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this Corporation are:

ANTHONY C. PIANO
3720 72nd Street E
Sarasota, FL 34243

RICHARD A. KRANITZ
1238 12th Avenue
Grafton, WI 53024

RICHARD F. HANSON
14100 Bordeaux Bay
Traverse City, MI 49686

RICHARD A. DAVIS
9605 N. Crestwood Court
Mequon, WI 53092

LAWRENCE M. JESSEN
7514 38th Street Circle E
Sarasota, FL 34243

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

ANTHONY C. PIANO
3720 72nd Street E
Sarasota, FL 34243

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority interest of the Shareholders of the stock entitled to vote thereon, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote

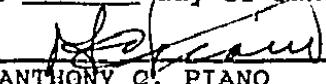
or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of January, 1996.

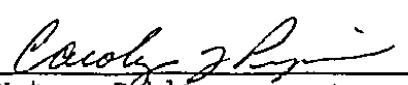


ANTHONY C. PIANO
Incorporator

COUNTY OF Miami-Dade

STATE OF FLORIDA

THE FOREGOING ARTICLES OF INCORPORATION were acknowledged before me this 5th day of January, 1996 by ANTHONY C. PIANO, who is personally known to me or produced _____ as identification.

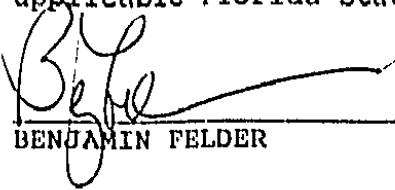


Notary Public
Name: CAROLYN J. PIPPIN
Commission Exp. Oct. 31, 1998

	CAROLYN J. PIPPIN Notary Public, State of Florida My Commission Expires Oct. 31, 1998 Commission # 50CH284873
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ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations pursuant to applicable Florida Statutes.


BENJAMIN FELDER

FILED
96 JAN-8 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(904) 222-2666

Requestor's Name

City/State/Zip

Phone #

M. Linda

3498

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cub Holdings, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time

4/1/96 D

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Certificate of Status

1996 APR -1 PH 3:44
1996 APR -1 PH 3:33
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 APR -1 PH 3:33
96 APR -1 PH 3:33
DIVISION OF CORPORATE

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

4/1/

John Franklin

Examiner's Initials

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CUB HOLDINGS, INC.

FILED

96 APR -1 PM 3:44

SECRETARY OF STATE
TENNESSEE FLORIDA

The following provision of the Articles of Incorporation of CUB HOLDINGS, INC., a Florida corporation, is hereby amended in accordance with Florida Statutes Chapter 607 to read as follows:

ARTICLE IV - CAPITAL STOCK of the Articles of Incorporation is hereby deleted and the following is substituted therefore:

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock, which shall be designated "Common Shares".

This Amendment to the Articles of Incorporation has been adopted by the Corporation on the 15th day of FEBRUARY, 1996.

The foregoing Amendment has been adopted by the stockholders of the issued and outstanding common stock of the Corporation, and by unanimous consent of the Board of Directors of the Corporation on the 15th day of FEBRUARY, 1996, and that the number of votes cast for the Amendment by the stockholders was sufficient for approval for the matter set forth herein.

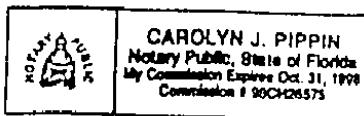
IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 25th day of MARCH, 1996.

Anthony C. Piano
Anthony C. Piano, President

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 27th day of MARCH, 1996, by Anthony C. Piano, who is personally known to me or who has produced Personally Known as identification.



Notary Public
Name: CAROLYN J. PIPPIN
Commission Exp: 10-31-98

**CORPORATE
ACCESS,
INC.**

P96000003498

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

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Cub Holdings, Inc.

6000001688626

-07/09/96--01148--033

2.) (CORPORATE NAME & DOCUMENT #)

******122.50 ****122.50**

3.) (CORPORATE NAME & DOCUMENT #)

*** Name should be Member Advantage Service**

**Corporation-Tampa Bay
throughout document.**

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

SH 1/3

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96 JUL -3 PH 2:35
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**
CHIEF CLERK OF CIRCUIT COURT
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11:10 AM 4/14/97

6.) (CORPORATE NAME & DOCUMENT #)

Shoe Exchange

7.) (CORPORATE NAME & DOCUMENT #)

8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

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FLORIDA
CORPORATION
COMMISSION
RECORDS

ARTICLES OF SHARE EXCHANGE

TO: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

The undersigned corporations, having adopted a Plan of Reorganization and pursuant to section 607.1105 of the Florida Statutes, hereby adopt these Articles of Share Exchange. The name of the acquiring corporation is CUB HOLDINGS, INC., a Florida corporation, authorized to do business in the State of Florida. The name of the corporation whose stock is to be acquired is MEMBER ADVANTAGE SERVICE CORPORATION - TAMPA BAY

Approval by Shareholders and Directors

The Plan of Reorganization of the undersigned corporations was adopted and agreed to by the requisite Shareholders and Directors of CUB HOLDINGS, INC. and MEMBER ADVANTAGE SERVICE CORPORATION pursuant to Section 607.1103 of the Florida Business Corporation Act and the same shall be applicable to each.

Effective Date

In accordance with Florida Statute 607.1105, the effective date of the share exchange shall be on the date of filing of these Articles of Share Exchange.

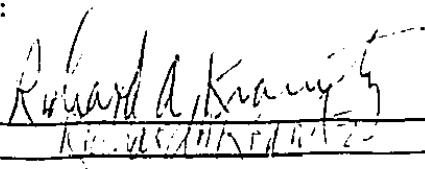
Plan of Exchange

The Plan of Reorganization provides for CUB HOLDINGS, INC. to acquire all of the outstanding stock of MEMBER ADVANTAGE SERVICE CORPORATION in exchange solely for the stock of CUB HOLDINGS, INC. The certificates representing the shares of stock of the acquired corporation, being MEMBER ADVANTAGE SERVICE CORPORATION, have been transferred and delivered to CUB HOLDINGS, INC., on the date as set forth above.

IN WITNESS WHEREOF, CUB HOLDINGS, INC. and MEMBER ADVANTAGE SERVICE CORPORATION have caused the respective corporate names to be signed hereto by their respective President and Secretary, duly authorized and acknowledged accordingly on this 21st day of JUNE, 1996.

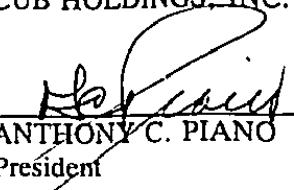
ATTEST:

By:


Richard A. Krawitt
Secretary

CUB HOLDINGS, INC.

By:


ANTHONY C. PIANO
President

(SEAL)

Signature for Member Advantage cont'd on Page 3 of 3

MEMBER ADVANTAGE SERVICE
CORPORATION - TAMPA BAY

By: R. M. Kinnish

Secretary

By: Anthony C. Piano

ANTHONY C. PIANO
President

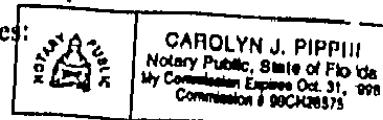
(SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ANTHONY C. PIANO, President of CUB HOLDINGS, INC., to me well known to be the person described in and who executed the foregoing Articles of Share Exchange in his capacity as President of said corporation, or who produced _____ as identification, and he acknowledged to and before me that he executed said Articles in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 21st day of June, 1996.

Carolyn J. Pippin
Notary Public
My Commission Expires:



STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ANTHONY C. PIANO, President of MEMBER ADVANTAGE SERVICE CORPORATION, to me well known to be the person described in and who executed the foregoing Articles of Share Exchange in his capacity as President of said corporation, or who produced _____ as identification, and he acknowledged to and before me that he executed said Articles in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 21st day of June, 1996.

Carolyn J. Pippin
Notary Public
My Commission Expires Oct. 31, 1998
Commission # 98CH26375