

**CORPORATE
ACCESS,
INC.**

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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FILING

1.) Cub Holdings, Inc. & Member Share Exchange
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 30, 1998

Corporate Access, Inc.
1116-D Thomasville Rd.
Mount Vernon Square
Tallahassee, FL 32303

SUBJECT: CUB HOLDINGS, INC.
Ref. Number: P96000003498

We have received your document for CUB HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give the date of adoption by the shareholders for each corporation involved in the share exchange.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 598A00061078

*I need the 30th File
Corrected date*

*Thanks
Ginda*

FILED

98 DEC 30 PM 4:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE

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

The undersigned corporations, having adopted a Plan of Reorganization pursuant to applicable sections of the Florida Statutes, hereby adopt these Articles of Reorganization (Share Exchange). The name of the acquiring corporation is CUB HOLDINGS, INC., a Florida corporation, authorized to do business in the State of Florida. MEMBER ADVANTAGE SERVICE CORPORATION-TAMPA BAY is the acquired corporation, the Plan of Reorganization being more particularly described below.

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 the respective corporations pursuant to Section 607.1103 of the Florida Business Corporation Act, and the same shall be applicable to each. The date of adoption by the shareholders for each corporation is 11/9/98.

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-Tampa Bay, in exchange for stock of Cub Holdings, Inc. The certificates representing the shares of stock of the acquired corporation, being Member Advantage Service Corporation-Tampa Bay have been transferred and delivered to Cub Holdings, Inc. on the date as set forth herein.

IN WITNESS WHEREOF, Cub Holdings, Inc. and Member Advantage Service Corporation-Tampa Bay 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 DECEMBER, 1998.

CUB HOLDINGS, INC.

Attest:

By: [Signature] By: [Signature]
Asst. Secretary President

MEMBER ADVANTAGE SERVICE
CORPORATION-TAMPA BAY

Attest:

By: [Signature] By: [Signature]
Secretary President

STATE OF FLORIDA
COUNTY OF Sarasota

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared Anthony C. Panno, President of CUB HOLDINGS, INC. to me well known to 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 Agreement 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 DECEMBER, 1998.

[Signature]
Notary Public

STATE OF FLORIDA
COUNTY OF _____



KATHERINE PETRUZZI
My Comm Exp. 12/20/98
Bonded By Service Ins
No. CC427757
☒ Personally Known ☐ Other I.D.

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared SANDRA PIANO, President of MEMBER ADVANTAGE SERVICE CORPORATION-TAMPA BAY, cc me well known to 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 Agreement 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 DECEMBER, 1998.

Katherine Petruzzi
Notary Public



KATHERINE PETRUZZI
My Comm Exp. 12/20/98
Bonded By Service Ins
No. CC427757
☒ Personally Known ☐ Other I.D.