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NAME: MEMBER ADVANTAGES, INC.

AUDIT NUMBER.....H97000016247

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MEMBER ADVANTAGES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Member Advantages, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Member Advantages, Inc.

ARTICLE II

Amendment

The text of the amendment to the Corporation's Articles of Incorporation is:

"ARTICLE I

Name

The name of the corporation is Advantages in Membership, Inc."

ARTICLE III

Date of Adoption

The amendment was adopted on the 25 day of September 1997.

ARTICLE IV

Manner of Adoption

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 25th day of September 1997.

MEMBER ADVANTAGES, INC.

By: Estelle W. Ross

Name: Estelle W. Ross

Its: President

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Hunter J. Brownlee, Esq.
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