

P96000080320

Eckert Seamans

Requestor's Name

200 W. College Ave.

Address

Tallahassee FL 32301

City/State/Zip

Phone #

222-
5515

600001958876
-09/27/96--01035--004
*****70.00 *****70.00

Office Use Only

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

1. The Loyalty Group, Inc.

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

FILED
96 SEP 27 PM 12 49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILING	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENT	
<input 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 CHANGES	
<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

Examiner's Initials

SEP 27 1996

ARTICLES OF INCORPORATION
OF
THE LOYALTY GROUP, INC.

FILED
96 SEP 27 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is: The Loyalty Group, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 21427 Town Lakes Drive #2112, Boca Raton, Florida 33486. The mailing address, wherever located, of the corporation is 21427 Town Lakes Drive #2112, Boca Raton, Florida 33486.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 21427 Town Lakes Drive #2112, Boca Raton, Florida 33486.

The name of the initial registered agent of the corporation at the said registered office is Phyllis Roteman.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

NAME

David P. Gaertner, Esq.

ADDRESS

Williams Coulson
Two Chatham Center, Suite 1500
Pittsburgh, PA 15219

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the

corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) products, inventions, devices, formulac, processes, and any improvements and modifications thereof:

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on September 24, 1996


David P. Gaertner, Esquire, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: 
Phyllis Roteman

Date: 9/25/96

FILED
96 SEP 27 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 0000 803 20

Eckert Seamans

Requestor's Name

200 W. College Ave.

Address

Tallahassee FL 32301

City/State/Zip

Phone #

222-
3515

8000002065428--3
-01/23/97--01001--021
Office Use Only *****35.00

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

1. The Loyalty Group Inc. P960000 80320
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time 4:30

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

FILED
97 JAN 22 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" 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

RECEIVED
96 JAN 22 PM 3:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PA Office
01/23/97 Change
[Signature]

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: The Loyalty Group, Inc.

1b. The mailing address of the corporation is: 21346 St. Andrews Boulevard, Box 219,
Boca Raton, FL 33433

1c. Date of incorporation: Sept. 27, 1996 Document number: P96000080320

2. The name and address of the current registered agent and office:

Phyllis Roteman
21427 Town Lakes Drive #2112
Boca Raton, FL 33486

3. The name and address of the new registered agent and office: (P.O. Box Not Accepted)

Phyllis Roteman
21346 St. Andrews Boulevard, Box 219
Boca Raton, FL 33433

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Phyllis Roteman
(Signature of an officer, chairman or
vice chairman of the board)

1/3/97
(Date)

Phyllis Roteman, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: Phyllis Roteman
(Signature of Registered Agent) Phyllis Roteman

1/7/97
(Date)

If signing on behalf of an entity:

Phyllis Roteman
(Typed or Printed Name)

1/7/97
(Capacity)

FILED
97 JAN 22 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA