

P97000041966
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ROTBART & DEUTSCH, P.A.

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BOCA RATON, FLORIDA 33432

TELEPHONE 561.368.4674
FACSIMILE 561.362.8512

7451 WEST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33319

TELEPHONE 954.741.9441

Please respond to Boca Raton office

April 29, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002162755--4
-05/02/97--01023--001
****131.25 ****131.25

Re: AFFINITY MARKETING, INC.

Enclosed please find the following documents:

- One (1) original and one (1) copy of the Articles of Incorporation
- Designation and Acceptance of Registered Agent for a Florida Corporation
- Letter from Affinity Marketing, Inc. re: Withdrawing registration to do business in Florida

Affinity Marketing, Inc. will officially be incorporating in Florida and therefore, simultaneously, will need to remove its Colorado corporation that is registered to do business here in the state removed in order to obtain the name availability.

Please send a certificate of status and a certified copy of these articles to me at the address listed above. A check for \$131.25 is enclosed. This represents payment for:

- Filing the Articles of Incorporation
- Designation of and Acceptance by A Registered Agent
- Certificate of Status
- Certified Articles of Incorporation

Thank you in advance for your assistance. Should you have any questions, please do not hesitate to contact me at your earliest convenience.

Sincerely,
ROTBART & DEUTSCH, P.A.



BY: Erika Deutsch Rotbart

Enclosures

MAY 6 1997
W97-10398

FILED
MAY 12 PM 2:36
DIVISION OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1997

ROTBART & DEUTSCH, P.A.
7451 WEST OAKLAND PARK BLVD.
FORT LAUDERDALE, FL 33319

SUBJECT: AFFINITY MARKETING, INC.
Ref. Number: W97000010398

We have received your document for AFFINITY MARKETING, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

A CERTIFICATE OF WITHDRAWAL MUST BE FILED ON THE FOREIGN CORPORAITON BEFORE THE FLORIDA CORPORATION CAN BE FILED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 997A00023816

**ARTICLES OF INCORPORATION
OF
AFFINITY MARKETING, INC.**

FILED
97 MAY 12 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: **AFFINITY MARKETING INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at One (\$1.00) dollar per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Registered Agent of this corporation in the State of Florida shall be: Sandra L. Wilson, 1700 North Dixie Highway, Suite #133, Boca Raton, Florida 33432. The principal office of this corporation in the State of Florida shall be: 1700 North Dixie Highway, Suite #133, Boca Raton, Florida 33432. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time through the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

Director	Sandra L. Wilson 1700 North Dixie Highway, Suite #133 Boca Raton, Florida 33432
President	Sandra L. Wilson 1700 North Dixie Highway, Suite #133 Boca Raton, Florida 33432
Secretary/Treasurer	Gayle A. Lasater 1700 North Dixie Highway, Suite #133 Boca Raton, Florida 33432

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Erika Deutsch Rotbart, Esq.
Rotbart & Deutsch, P.A.
105 East Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

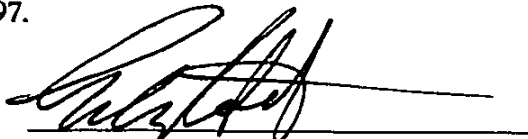
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former director or officer, to the full extent permitted by law.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

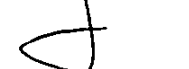
IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of
Incorporation on this 29 day of April, 1997.


Erika Deutsch Rotbart, Esq.

STATE OF FLORIDA)
 : SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the
State and County aforesaid to take acknowledgments, personally appeared,
Erika Deutsch Rotbart, to me known personally to be the person described in and who
executed the foregoing Articles of Incorporation, and who acknowledged before me that he
subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 29th day of
April, 1997.


NOTARY PUBLIC
My Commission Expires: 

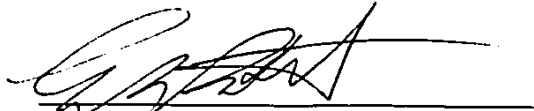


Susan Messing
MY COMMISSION # CC483888 EXPIRES
September 7, 1999
BONDED THRU TRICY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

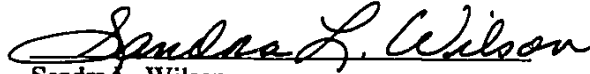
THAT AFFINITY MARKETING INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named Sandra L. Wilson, 1700 North Dixie Highway, Suite #133, Boca Raton, Florida 33432, as its Agent to accept service of process within this State.



Erika Deutsch Rotbart, Esq.
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Sandra L. Wilson
Registered Agent

FILED
97 MAY 12 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA