

LAW OFFICES
ROT BART & DEUTSCH, P.A.

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Please reply to Boca Raton Office

September 2, 1998

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

300002633513--0
-09/08/98--01044--001
*****82.50 *****82.50

Re: AFFINITY MARKETING, INC.

Enclosed please find the following documents:

300002633513--0
-10/01/98--01002--003
*****7.00 *****7.00

- One (1) original and one (1) copy of the Articles of Amendment to Articles of Incorporation

Please send a certificate of status and a certified copy of these articles to me at the address listed above. A check in the amount of \$82.50 for which represents payment for:

- Filing the Articles of Amendment to Articles of Incorporation
- Certified Copy of Articles of Amendment to 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,

ROT BART & DEUTSCH, P.A.

BY: Erika Deutsch Rotbart

Enclosures
EDR/dms

FILED
98 SEP 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOCA RATON

FORT LAUDERDALE

OK 9-30-98
P97000041966
HPS
amend
*Cert Copy



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 17, 1998

ROTBART & DEUTSCH, P.A.
21845 POWERLINE ROAD
SUITE 201
BOCA RATON, FL 33433-7852

SUBJECT: AFFINITY MARKETING, INC.
Ref. Number: P97000041966

We have received your document for AFFINITY MARKETING, INC. and your check(s) totaling \$82.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 998A00047048

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

Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation filed May 12, 1997, under Document No. P97000041966:

FIRST: Amendment(s) adopted: ARTICLE VIII - INTIAL DIRECTORS AND OFFICERS, whereas Sandra L. Wilson shall remain as Director and President of Affinity Marketing, Inc., and Gayle A. Lasater shall be removed as Secretary/Treasurer of said corporation. Sandra L. Wilson shall now be named as the Secretary/Treasurer of Affinity Marketing, Inc. thereby replacing Gayle A. Lasater in said position.

SECOND: If an amendment provides for an exchange reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: In accordance with the Articles of Incorporation, 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 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 the Articles be made.

THIRD: The date of each Amendment's adoption: August 31, 1998.

FOURTH: The Amendment was unanimously approved by all of the shareholders of the corporation. The number of votes cast for the amendment was sufficient for approval.

Signed this 2nd day of September, 1998.

Signature Sandra L. Wilson
(Incorporator / Director)

Sandra L. Wilson
Typed or printed name
President
Title

FILED
98 SEP 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
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 acknowledgements, personally appeared, SANDRA L. WILSON, to me known to be the person described in and who executed the foregoing Articles of Amendment to Articles of Incorporation, and who acknowledged before me that she subscribed to this Articles of Amendment to Articles of Incorporation.

Witness my hand and official seal in the County and State aforesaid, this 2nd day of September, 1998.

[Signature]
NOTARY PUBLIC
My Commission Expires:



Erika Deutsch Rotbart
My Commission CC599795
Expires November 7 2000