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**TRIMMIER LAW FIRM**  
A PARTNERSHIP OF LIMITED LIABILITY ENTITIES  
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February 20, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-02/23/98--01144--019  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

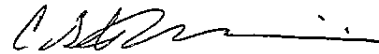
Re: Articles of Incorporation of Member Focus, Inc.

Dear Sir/Madam:

Enclosed please find the original and two (2) copies of the Articles of Incorporation and Designation of Acceptance of Registered Agent on the above-referenced corporation. I have enclosed a check in the amount of \$122.50 made payable to the Department of State for filing fees and a certified copy of the Articles of Incorporation.

Please return the copies in the self-addressed stamped envelope provided. Thank you for your cooperation in this matter.

Very truly yours,



C. STEPHEN TRIMMIER  
For the Firm

CST/bnc

Enclosure

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 FEB 23 PM 12:47

FILED

2/24/98  
T.M.

**ARTICLES OF INCORPORATION**

**OF**

**MEMBER FOCUS, INC.**

The Undersigned, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**FILED**  
98 FEB 23 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the Corporation is MEMBER FOCUS, INC. The street address and mailing address of the corporation's principal office is 1055 S. Congress Avenue, West Palm Beach, Florida 33406-5112.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose or purposes for which the Corporation is organized are:

- (1) To operate and carry out all such businesses as are deemed appropriate for the Corporation by its Board of Directors and to perform all acts necessary and proper to carry on such business.
- (2) To develop, build, manufacture, process, compound or otherwise produce, to purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, buildings, structures, machinery, equipment, apparatus, appliances, devices, products, materials, articles, processes, systems, goods, wares, and merchandise of every kind, nature and description and to engage in any industrial manufacturing, mining, mercantile, trading, agricultural, service or other lawful business of any kind or character whatsoever.
- (3) To purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, property, whether real, personal or mixed, of every kind, character and description whatsoever and wheresoever situated, or any interest therein.

- (4) To hold, own, use, operate, manage, improve, repair, erect, or otherwise have an interest in or deal with any buildings or other structure located on real property which is owned, held by or leased by the Corporation or in which the Corporation has any interest whatsoever.
- (5) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, and other services of every nature, kind and character, whether similar or dissimilar to those hereinabove set forth, which a corporation may legally render.
- (6) To purchase, lease, exchange, take, receive or otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligations or indebtedness of this Corporation or of any other corporation, by undertaking, assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor, or by any combination of any of the foregoing; to own, hold, use, operate, manage, improve, repair, reorganize or otherwise convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business, good will and rights, and, in conjunction with any of the foregoing, to undertake, assume or guarantee, the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor.
- (7) To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant licenses in respect of, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devices, formulae, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof, letters patent and all rights connected therewith or pertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, concessions, or other rights granted by or recognized under the laws of any country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality.
- (8) To purchase, subscribe for in its own name or in the name of another, exchange, take, receive or otherwise acquire, to guarantee, to invest or reinvest in, to underwrite, to own, hold, use, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, any stock, bond, or other security, evidence of obligation

or indebtedness of any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality; to issue in connection with any acquisition of any of such property, shares of stock, bonds or other securities or evidences of indebtedness or obligation of this Corporation; and while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends, income and other rights accruing on or from such property, to possess and exercise in respect thereof all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do, to aid by loan, subsidy, guaranty or in any other manner, financially or otherwise, and to do any other acts or things designed to protect, preserve, improve or enhance the value of any such property.

- (9) To purchase, exchange, take, receive, or otherwise acquire, to own, hold, use or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the Corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Florida Business Corporation Act or this Articles of Incorporation and provided that the Corporation shall not vote, directly or indirectly, shares of its own stock except as provided by said Act.
- (10) To lend money or aid, or extend credit, to any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality on such terms and conditions and with whatever security, if any, it desires.
- (11) To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.
- (12) To act as agent, representative, or receiver of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.
- (13) To borrow or raise money and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments and evidences of obligation or indebtedness; and to secure the payment and full performance of such mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

- (14) To guarantee the obligations of, and to lend its aid and credit to, any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority, or instrumentality, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (15) To enter into with any one or more persons, firms, corporations, countries, states, counties, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any general or limited partnership.
- (16) To lend money and use its credit to assist its employees.
- (17) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.
- (18) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.
- (19) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act, within or without the State of Florida.
- (20) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.
- (21) To make and alter By-Laws, not inconsistent with the Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.
- (22) The foregoing clauses may be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the power of the Corporation.
- (23) To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient to attainment of the purposes of this Corporation, or any of them, to the same extent as natural persons might or could do in any part of the world, insofar as such are permitted to be done by Corporations organized under the Florida Business Corporation Act.

- (24) In addition to the objects aforesaid, the Corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.
- (25) This Corporation shall have all other rights, powers, authority, and privileges which may be now or hereafter enjoyed by similar corporations under the present and future laws of the State of Florida.

#### **ARTICLE IV**

The aggregate number of shares which the Corporation shall have authority to issue is 25,000 at a par value of \$1.00 per share.

#### **ARTICLE V**

The address of the initial registered office of the Corporation is 1055 S. Congress Avenue, West Palm Beach, Florida 33406-5112 and the name of its initial registered agent at such address is Michael J. Welte.

#### **ARTICLE VI**

The number of Directors constituting the initial Board of Directors of the Corporation is three and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until their successors are elected or shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Welte	Federal Employees Credit Union 1055 S. Congress Avenue West Palm Beach, Florida 33406-5112
Robert Chasse	Federal Employees Credit Union 1055 S. Congress Avenue West Palm Beach, Florida 33406-5112
Lyn Gills	Federal Employees Credit Union 1055 S. Congress Avenue West Palm Beach, Florida 33406-5112

#### **ARTICLE VII**

The name and address of each Incorporator is:

NAME

ADDRESS

Michael J. Welte

Federal Employees Credit Union  
1055 S. Congress Avenue  
West Palm Beach, Florida 33406-5112

Robert Chasse

Federal Employees Credit Union  
1055 S. Congress Avenue  
West Palm Beach, Florida 33406-5112

Lyn Gills

Federal Employees Credit Union  
1055 S. Congress Avenue  
West Palm Beach, Florida 33406-5112

WE, THE UNDERSIGNED, have subscribed our names this 11<sup>th</sup> day of Feb., 1998.

Robert W. Chasse  
ROBERT CHASSE, Its President

ATTEST:

Lyn C. Gills  
LYN GILLS, Its Secretary

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above 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 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.

Michael J. Welte  
MICHAEL J. WELTE, Registered Agent

FILED  
98 FEB 23 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Instrument Prepared By:  
C. Stephen Trimmier  
Trimmier Law Firm, P.C.  
P. O. Box 1885  
Birmingham, AL 35201-1885