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| C T Corporation System | | | |
| Requestor's Name 660 East Jefferson Street | | | |
| Address Tallahassee, FL 32301 | | | |
| City | State | Zip | Phone |
| CORPORATION(S) NAME | | | |

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FAS Affinity Marketing Services, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit <i>articles</i> | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
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Kyle Per Sharon Davis

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
FAS AFFINITY MARKETING SERVICES, INC.

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TALLAHASSEE FLORIDA

First: The corporate name is FAS Affinity Marketing Services, Inc.

Second: The street address of the initial principal office and the mailing address of the corporation is Southtrust Bank Plaza, 1800 Second Street, Suite 780, Sarasota, Florida 34236.

Third: The number of shares the corporation is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share.

Fourth: No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series, or any unissued bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock or carrying any right to purchase stock which may be issued pursuant to resolution of the board of directors of the Corporation to such persons, firms, corporations or associations, whether or not holders thereof, and upon such terms as may be deemed advisable by the board of directors in the exercise of its sole discretion.

Fifth: The street address of the initial registered office of the corporation is Southtrust Bank Plaza, 1800 Second Street, Suite 780, Sarasota, Florida 34236, and the name of its initial registered agent at such address is Robert H. DeVore.

Sixth: The name and address of the incorporator is Danyel Owens, Sonfield & Sonfield, 770 South Post Oak Lane, Suite 435, Houston, Texas 77056.

The undersigned has executed these Articles of Incorporation this 3rd day of November, 1998.

Danyel Owens

Danyel Owens, Incorporator

Acceptance by the Registered Agent as required in Section 607.0501 (3) F.S.: Robert H. DeVore is familiar with and accepts the obligations provided for in Section 6073.0505.

Dated: November 3, 1998

Robert H. DeVore
Robert H. DeVore

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