

Requester's Name: **F0000000247**

Address

City/State/Zip Phone #

Office Use Only

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

1. Discover Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED BY STATE
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 00 JAN 13 PM 12:12

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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 type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

5

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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1/13/00

700003092847-0
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 *****70.00 *****70.00

RECEIVED
 00 JAN 10 PM 12:05
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 10, 2000

SPIEGEL & UTRERA, P.A.

TALLAHASSEE, FL

SUBJECT: DISCOVER INC.
Ref. Number: W0000000748

FILED STATE
SECRETARY OF CORPORATIONS
00 JAN 13 09 12:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

We have received your document for DISCOVER INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If this corporation has not previously transacted business in Florida, you should put UPON QUALIFICATION in Item 6. We cannot accept "N/A" in this item.

ALSO, you have listed the name DISCOVER GROUP, INC. as the actual name of this corporation in Item 1.

However, the name on the Massachusetts certificate is DISCOVER, INC.

Obviously, the name on the certificate has to match the name you list in Item 1.

If the actual name of the corporation is DISCOVER, INC., then that name is NOT AVAILABLE in Florida, and you will have to follow the instructions below for submitting a resolution to adopt an alternate name for use in Florida.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 600A00001261

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 13 PM 4: 12

MINUTES OF SPECIAL MEETING OF DIRECTORS
OF
DISCOVER, INC.

The special meeting of directors was held at 3814 Chaucer Way, Land O' Lakes, Florida 34639, on this 5 day of January 2000, at 3:00 o'clock this pm.

The following were present:

Michael J. Murphy

being all of the directors of the corporation.

Michael J. Murphy was nominated and elected temporary chairman and acted as such until relieved by the president. Michael J. Murphy was nominated and elected temporary secretary, and acted as such.

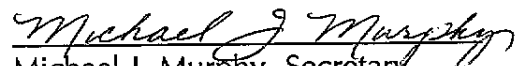
A discussion was thereafter held regarding the corporation's registration in the State of Florida as a foreign corporation. The Directors discussed the fact that the name DISCOVER, INC. is currently registered with the State of Florida as a corporation. Upon advice of counsel, the Directors were informed that the name of the corporation would have to be registered with the State of Florida under a name different than DISCOVER, INC. before it could be registered.

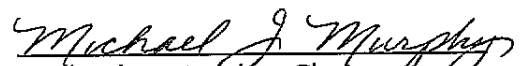
Upon motion duly made, seconded and carried, it was suggested that the corporation register as a foreign corporation under the name DISCOVER GROUP, INC. Upon a vote of the Directors it was

RESOLVED, that the corporation shall register as a foreign corporation with the State of Florida under the name DISCOVER GROUP, INC.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated this 5 day of January 2000


Michael J. Murphy, Secretary


Michael J. Murphy, Chairman

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 18 PM 4:12

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE SECRETARY OF CORPORATIONS
00 JAN 13 PM 4:12

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

DISCOVER, INC. doing business in Florida as

1. Discover Group, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Massachusetts 3. 04-3096226
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 07/13/90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3814 Chaucer Way
Land O' Lakes, Florida 34639
(Current mailing address)

8. Any activity or business permitted by law.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Spiegel & Utrera, P.A.

Office Address: 343 Almeria Avenue
Coral Gables, Florida, 33134
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

[Signature] - att. at Law
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Michael J. Murphy

Address: 3814 Chaucer Way

Land O' Lakes, Florida 34639

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 13 PM 4: 12

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Michael J. Murphy

Address: 3814 Chaucer Way

Land O' Lakes, Florida 34639

Vice President: _____

Address: _____

Secretary: Michael J. Murphy

Address: 3814 Chaucer Way

Land O' Lakes, Florida 34639

Treasurer: Michael J. Murphy

Address: 3814 Chaucer Way

Land O' Lakes, Florida 34639

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Michael J. Murphy*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Murphy
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 13 PM 4:12

December 21, 1999

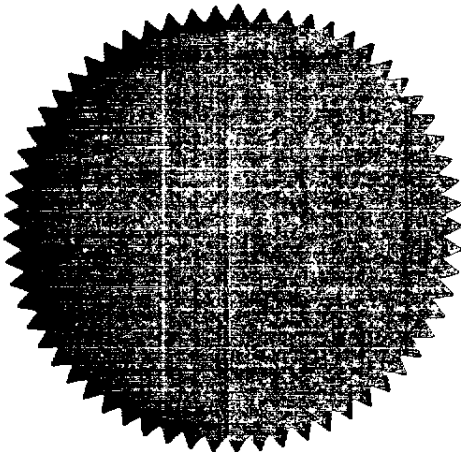
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

DISCOVER INC.

is a domestic corporation organized on July 13, 1990, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

