

F02000002714

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

5/24

SUBJECT: Metris Financial Services, Inc.
(Name of corporation - must include suffix)

000005610160--3
-05/24702--01045--002
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MJH

Amy M. Greene
(Name of Person)

Metris Companies Inc.
(Firm/Company)

10900 Wayzata Boulevard
(Address)

Minnetonka, MN 55305
(City/State and Zip code)

For further information concerning this matter, please call:

Amy M. Greene at (952) 525-4987
(Name of Person) (Area Code & Daytime Telephone Number)

02 MAY 24 AM 9:48
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

- 1. Metris Financial Services, Inc.
2. State of Delaware
3. Applied For
4. April 25, 2002
5. Perpetual
6. Upon qualification
7. 10900 Wayzata Boulevard, Minnetonka, MN 55305

8. Consumer finance company and any and all lawful acts and activities for which corporations may be formed.

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

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301

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.

Corporation Service Company
(Laura R. Muder)
(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.

FILED
02 MAY 24 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Richard G. Evans*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard G. Evans - Secretary
(Typed or printed name and capacity of person signing application)

RIDER
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
METRIS FINANCIAL SERVICES, INC.
DIRECTORS AND OFFICERS

Directors

Ronald N. Zebeck
10900 Wayzata Boulevard
Minnetonka, MN 55305

David D. Wesselink
10900 Wayzata Boulevard
Minnetonka, MN 55305

Officers

Joseph A. Hoffman - President
10900 Wayzata Boulevard
Minnetonka, MN 55305

Ralph A. Than - Treasurer
10900 Wayzata Boulevard
Minnetonka, MN 55305

John D. Armbruster – Senior Vice President
10900 Wayzata Boulevard
Minnetonka, MN 55305

Richard G. Evans - Secretary
10900 Wayzata Boulevard
Minnetonka, MN 55305

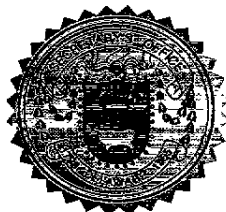
Susan E. Schmidt – Vice President
10900 Wayzata Boulevard
Minnetonka, MN 55305

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METRIS FINANCIAL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3518496 8300

AUTHENTICATION: 1743427

020264725

DATE: 04-25-02