

F03000000099

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

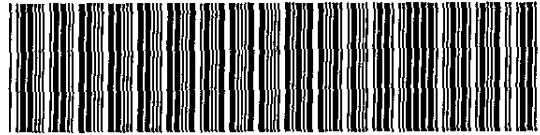
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

File 2nd



700009664687

12/31/02--01040--026 **70.00

RECEIVED
02 DEC 31 AM 11:11
DIVISION OF CLERKATION

FILED
2002 DEC 31 AM 8:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
W 69

J. BRYAN JAN 9 2003



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

January 2, 2003

CT CORPORATION SYSTEM

SUBJECT: WEST TELEMARKETING CORPORATION
Ref. Number: W03000000069

FILED
2002 DEC 31 AM 8:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for WEST TELEMARKETING CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6043.

Joey Bryan
Document Specialist
Tax Liens

Letter Number: 003A00000098

Please back-date

Handwritten signature

CT CORPORATION

December 31, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
2002 DEC 31 AM 8:10
DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 5751506 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

West Telemarketing Corporation (DE)
Qualification
Florida

Please FILE SECOND.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7815

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.

FILED 2002 DEC 31 AM 8:10 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

1. West Telemarketing Corporation
(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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 31, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5031 Commerce Park Circle, Pensacola, FL 32505
(Principal office address)

11808 Miracle Hills Drive, Omaha, NE 68154
(Current mailing address)

8. Provide telemarketing services
(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: C T Corporation System
Office Address: 1200 South Pine Island Road,
Plantation, Florida 33324
(City) (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.

C T Corporation System
By: [Signature] **James M. Halpin**
(Registered agent's signature) **Assistant Secretary**

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 business addresses of officers and/or directors:

A. DIRECTORS See attached

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See attached

President: _____

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. Paul Mendlik

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul M. Mendlik, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

FILED
2002 DEC 31 AM 8:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ADDENDUM
TO
APPLICATION FOR CERTIFICATE OF AUTHORITY
STATE OF FLORIDA

FILED
2002 DEC 31 AM 8:10
JUNIOR CORPORATION'S
TALLAHASSEE, FLORIDA

Names and addresses of directors and officers:

DIRECTORS

ADDRESSES

Gary L. West

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Mary E. West

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Thomas B. Barker

11808 Miracle Hills Drive
Omaha, Nebraska 68154

OFFICERS

TITLE

ADDRESSES

Gary L. West

Chairman of the Board

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Mary E. West

Vice Chairman of
the Board, Secretary

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Thomas B. Barker

Chief Executive Officer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Nancec R. Berger

Chief Operating Officer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Paul M. Mendlik

Chief Financial Officer,
Treasurer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Mark V. Lavin

President

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Delaware

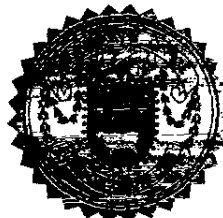
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEST TELEMARKETING CORPORATION" 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 SECOND DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
2002 DEC 31 AM 8:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3607640 8300

030001922

AUTHENTICATION: 2182519

DATE: 01-02-03