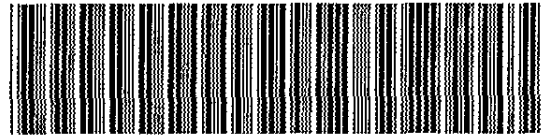


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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CT CORPORATION

January 16, 2003

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

Re: Order #: 5768397 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Michigan Retailers Services, Inc. (MI)
Qualification
Florida

Please return a certified copy along with regular evidence.

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 7615

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03 JAN 16 PM 2: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File First

FILED

02 JAN 16 PM 2:14
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

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

1. MICHIGAN RETAILERS SERVICES, 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. MICHIGAN 3. 38-1814245
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 22, 1966 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 02/22/2003
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. JANUARY 13, 2003 (PROJECTED DATE)
603 S. WASHINGTON AVE., LANSING, MI 48933
(Current mailing address)

8. BANKCARD PROCESSING
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

CT Corporation System
Claudia L. Saari
(Registered agent's signature)

Claudia L. Saari
Asst. 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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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03 JAN 16 PM 2:14

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

Chairman: LARRY MEYER

Address: 603 S. WASHINGTON AVE.
LANSING, MI 48933

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: ORIN MAZZONI, JR.

Address: 29317 FORD ROAD
GARDEN CITY, MI 48135

Director: THOMAS UNGRODT

Address: 2015 WASHTENAW AVE.
ANN ARBOR, MI 48104-3656

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

President: JAMES P. HALLAN

Address: 603 S. WASHINGTON AVE.
LANSING, MI 48933

Vice President: _____

Address: _____

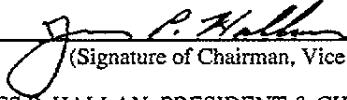
Secretary: JEAN SARASIN

Address: 603 S. WASHINGTON AVE.
LANSING, MI 48933

Treasurer: JEAN SARASIN

Address: 603 S. WASHINGTON AVE.
LANSING, MI 48933

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

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

14. JAMES P. HALLAN, PRESIDENT & CHIEF OPERATING OFFICER
(Typed or printed name and capacity of person signing application)



FILED
03 JAN 16 PM 2:14
STATE
FLORIDA

Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

MICHIGAN RETAILERS SERVICES, INC.

was validly incorporated on February 22, 1966, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
694895

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 11th day of December, 2002

Andrew S. [Signature], Director

Bureau of Commercial Services