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Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002392653--5
-01/07/98--01065--007
*****70.00 *****70.00

Metris Travel Services Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of A.A.
- Certified Copy
- Photo Copies
- Fictitious Name Filing
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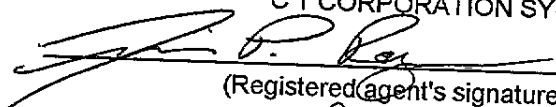
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA

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 Travel 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. Delaware
(State or country under the law of which it is incorporated)
3. 41-1877702
(FEI number, if applicable)
4. May 9, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 2, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 600 South Highway 169 Suite 400
St. Louis Park, MN 55426
(Current mailing address)
8. Travel Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)
Francis P. Reagan, Asst. Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Ronald N. Zebeck
Address: 600 South Highway 169 Suite 1800
St. Louis Park, MN 55426

Vice Chairman: Douglas L. Scaliti
Address: 600 South Highway 169 Suite 1800
St. Louis Park, MN 55426

Director: Robert W. Oberrender
Address: 600 South Highway 169 Suite 1800
St. Louis Park, MN 55426

Director: Zeanta B. Barclift
Address: 600 South Highway 169 Suite 1800
St. Louis Park, MN 55426

B. OFFICERS

President: Ronald N. Zebeck
Address: 600 South Highway 169 Suite 1800
St. Louis Park, MN 55426

Vice President: Douglas L. Scaliti
Address: 600 South Highway 169 Suite 1800
St. Louis Park, MN 55426

Secretary: Zeanta B. Barclift
Address: 600 South Highway 169 Suite 1800
St. Louis Park, MN 55426

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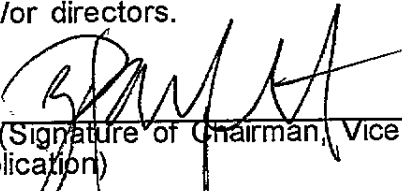
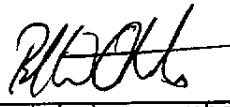
Vice President Jean C. Benson 600 South Highway 169 Suite 1800 St. Louis Park, MN 55426

Director Jean C. Benson 600 South Highway 169 Suite 1800 St. Louis Park, MN 55426

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Treasurer: Robert W. Oberrender
Address: 600 South Highway 169 Suite 1800
St. Louis Park, MN 55426

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)

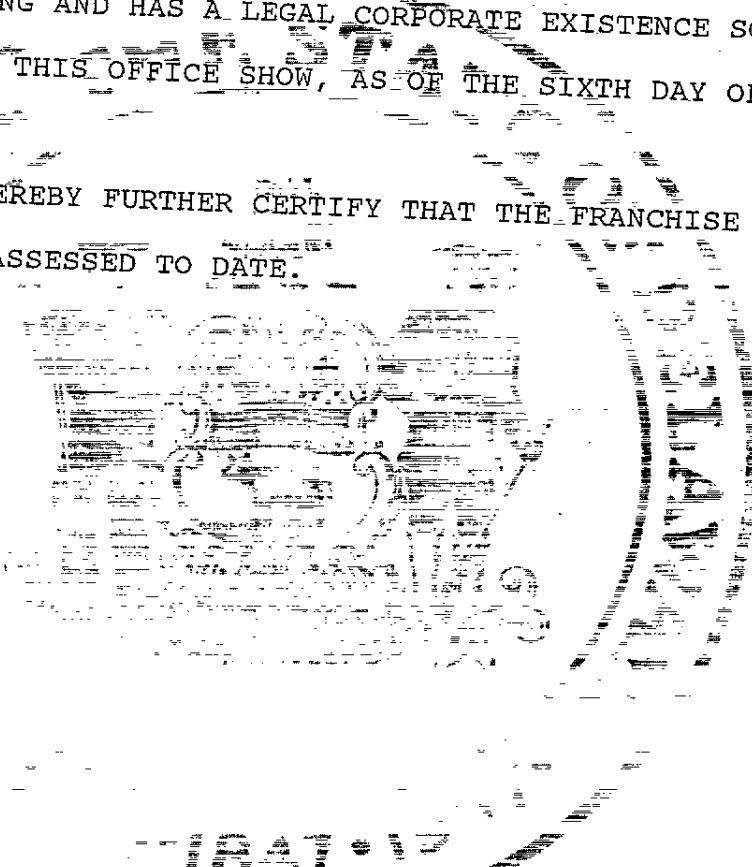
14. Zeanta B. Barclift, Secretary ROBERT W. OBERRENDER, TREASURER
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METRIS TRAVEL 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 SIXTH DAY OF JANUARY, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: _____

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DATE: _____

01-06-98