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CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 850-222-1092

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### APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. Clark/Bardes, 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) (FEI number, if applicable) June 9, 1998 Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") Upon Approval of Application (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 102 S. Wynstone Park Drive, Suite 200 North Barrington, Illinois 60010 (Current mailing address) 8. The transaction of any and all lawful acts and activities (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. C T Corporation System Jeffrey R Graves Assistant Secretary gistered agent sisignature)

which it is incorporated.

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

<sup>12.</sup> Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FLO19 - 9/2/99 CT System Online

A. DIRECTORS (Street address o Chairman: W. T. Wamberg				. <u>*</u>
Address: 102 South Wynstone Park				a 10
North Barrington, Illinois				1
				5 6 00
Vice Chairman: N/A		-	- · · · · · · · · · · · · · · · · · · ·	3, 000
Address:				00
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Director: Melvin G. Todd				
Address: 2121 San Jacinto Street, S	uite 2200			
Dallas, Texas 75201				
Director: George D. Dalton				
Address: 255 Fisery Drive				
Brookfield, Wisconsin 53		EE ADDENDUM 1		
B. OFFICERS (Street address	only - P.O. Box N	OT acceptable)		
President: Melvin G. Todd				
Address: 2121 San Jacinto Street, St	rite 2200			<u></u> .
Dallas, Texas 75201				
Vice President: James Rutledge				
Address: 2121 San Jacinto Street, St	uite 2200			
Dallas, Texas 75201			_	
Secretary: Keith Staudt				
Address: 2121 San Jacinto Street, S	uite 2200			
Dallas, Texas 75201		value da "s		
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Address:				
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NOTE: If necessary, you may attack	201	e application listing	additional officers and/or di	ectors.
13. (Signature of Chair	rman, Vice Chairman	, or any officer listed	i in number 12 of the application	ation)
11 Thomas M.	RA	(FO		
	Typed or printed nan	ne and capacity of pe	erson signing application)	

FL019 - 9/2/99 C T System Online

## ADDENDUM 1 TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

#### CLARK/BARDES, INC.

#### Additional Directors:

Thomas Pyra 102 South Wynstone Park Drive North Barrington, Illinois 60010

Lawrence H. Hendrickson 3600 W. 80th Street, Suite 200 Minneapolis, Minnesota 55431

Randolph A. Pohlman 3100 SW Ninth Avenue Fort Lauderdale, Florida 33315

L. William Seidman 1825 K Street NW, 10th Floor Washington, D.C. 20006

Steven Piaker City Place II 185 Asylum Street Hartford, Connecticut 06103

#### Additional Officers:

Thomas Pyra, Chief Financial Officer and Chief Operating Officer 102 South Wynstone Park Drive North Barrington, Illinois 60010



## State of Delaware Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF POPULATION OF THE STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLARK/BARDES, 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-THIRD DAY OF MARCH, A.D. 2000

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0335162

DATE:

03-23-00

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