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

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporation(s) Name

Clark / Barks, Inc

FILED STATE  
SECRETARY OF CORPORATIONS  
00 MAR 24 PM 2:09

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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Melanie Strickland

MAR 24 2000  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

00 MAR 24 PM 12:04

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Thank You!

3/24/00

FILED  
CLERK OF STATE  
CORPORATIONS  
MAR 24 PM 2:09  
ED TO

1. Clark/Bardes, Inc.

## 2. Delaware

3. 52-2103928

4. June 9, 1998

## 5. Perpetual

## 6. Upon Approval of Application

7. 102 S. Wynstone Park Drive, Suite 200

North Barrington, Illinois 60010

8. The transaction of any and all lawful acts and activities

**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

(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

Jeffrey R Graves  
Assistant Secretary

(Registered agent's signature)

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: W. T. Wamberg

Address: 102 South Wynstone Park Drive, Suite 200

North Barrington, Illinois 60010

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: Melvin G. Todd

Address: 2121 San Jacinto Street, Suite 2200

Dallas, Texas 75201

Director: George D. Dalton

Address: 255 Fiserv Drive

Brookfield, Wisconsin 53008

SEE ADDENDUM 1

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

President: Melvin G. Todd

Address: 2121 San Jacinto Street, Suite 2200

Dallas, Texas 75201

Vice President: James Rutledge

Address: 2121 San Jacinto Street, Suite 2200

Dallas, Texas 75201

Secretary: Keith Staudt

Address: 2121 San Jacinto Street, Suite 2200

Dallas, Texas 75201

Treasurer: N/A

Address: \_\_\_\_\_

**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. \_\_\_\_\_

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

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

CLARK/BARDES, INC.

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*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 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 24 PM 2:09



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2906036 8300

001148609

AUTHENTICATION:

0335162

DATE:

03-23-00