

# FO00000004239

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

600003337726-12

-07/27/00--01017--019

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

CORPORATION(S) NAME

Motivation Online, Inc.

- |  |   |   |
|--|---|---|
| <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/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

07/27/00

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

00 JUL 27 AM 10:38

RECEIVED

3/11 7/27

**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.*

1. Motivation Online, 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. Illinois

(State or country under the law of which it is incorporated)

3. 36-2648025

(FEI number, if applicable)

4. January 13, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2500 West Higgins Road

Hoffman Estates, IL 60195

(Current mailing address)

8. To transact any and all lawful business.

(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

(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

(Registered agent's signature)

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

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

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

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

14. Paul Collier, Executive Vice President \_\_\_\_\_

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

FILED  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
JUL 27 AM 12:42

**DIRECTORS AND OFFICERS  
OF  
MOTIVATION ONLINE, INC.  
an Illinois corporation**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 27 PM 12:42

**DIRECTORS:**

Craig Muller  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Bruce Moeller  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Daniel Howell  
350 N. Clark  
Chicago, Illinois 60610

Brian Thompson  
900 N. Michigan  
Chicago, Illinois 60611

**OFFICERS:**

Bruce Moeller  
*President*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Craig Muller  
*Chairman and Chief Executive Officer*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Richard Hagerup  
*Vice President*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Kimberly Smithson  
*Vice President*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Darrell Dvorak  
*Vice President, Chief Operating Officer and  
Assistant Secretary*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Paul Collier  
*Executive Vice President, Secretary and  
Treasurer*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Jim Purdy  
*Vice President, Redemption Services*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Eric Webb  
*Vice President, Marketing*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

Richard Blabolil  
*Vice President, Sales*  
2500 W. Higgins Road  
Hoffman Estates, Illinois 60195

File Number 6029-773-8



*To all to whom these Presents Shall Come, Greeting:*

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

MOTIVATION ONLINE, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 13, 1999, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\*\*\*



*In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 25TH *day of* JULY *A.D.* 2000.

*Jesse White*

SECRETARY OF STATE