

F0200 0004803

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Metris Travel Services, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Muriel Craig, Paralegal

(Name of Person)

Metris Companies, Inc.

(Firm/Company)

200007626562--6

03/10/02-01021-002

*****78.75 *****78.75

10900 Wayzata Boulevard

(Address)

Minnetonka, Minnesota 55305

(City/State and Zip code)

For further information concerning this matter, please call:

Muriel Craig

(Name of Person)

at (952) 358-4658

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

734
\$41000

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

02 SEP 19 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

JB
9-20-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 11, 2002

MURIEL CRAIG
METRIS COMPANIES, INC.
10900 WAYZATA BLVD.
MINNETONKA, MN 55305

SUBJECT: METRIS TRAVEL SERVICES INC.
Ref. Number: W02000026359

We have received your document for METRIS TRAVEL SERVICES INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 702A00052076

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 19 PM 12:54

APPROVED
AND
FILED

metris

COMPANIES

Legal Department
Metris Companies Inc.
10900 Wayzata Boulevard
Minnetonka, MN 55305

Phone 952 525-4986
Fax 952 525-5098

September 17, 2002

Mr. Trevor Brumbley
Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Metris Travel Services, Inc.
Ref. No. W02000026359
Letter No. 702A00052076

Dear Mr. Brumbley:

Attached is a copy of your September 11, 2002 letter. On our application by Foreign Corporation I used the date of January 7, 1998 as the date first transacted business in Florida. Metris Travel Services, Inc. was originally qualified to do business in Florida on January 7, 1998, and that is why I used that date. Attached is a copy of the qualification documents. Subsequently, the company was withdrawn from Florida on September 11, 2001. I have also attached a copy of that document.

If you should have any questions, please call me at (952) 358-4658.

Sincerely,



Muriel J. Craig
Paralegal

enclosures

APPROVED
AND
FILED
02 SEP 19 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. 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 3. 41-1877702
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 9, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 7, 1998
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 10900 Wayzata Boulevard, Minnetonka, Minnesota 55305
(Principal office address)

10900 Wayzata Boulevard, Minnetonka, Minnesota 55305
(Current mailing address)

8. Travel Services
(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)

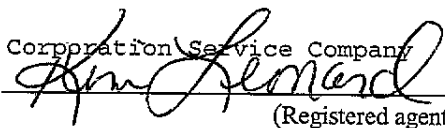
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

(Registered agent's signature)

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.

02 SEP 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

APPROVED
AND
FILED
02 SEP 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

14. Richard G. Evans, Secretary
(Typed or printed name and capacity of person signing application)

**METRIS TRAVEL SERVICES, INC.
SENIOR OFFICERS & BOARD OF DIRECTORS**

NAME	TITLE	BUSINESS ADDRESS
Ronald N. Zebeck	Chairman, Chief Executive Officer	10900 Wayzata Boulevard Minnetonka, MN 55305
David D. Wesselink	Vice Chairman	10900 Wayzata Boulevard Minnetonka, MN 55305
Richard G. Evans	Executive Vice President, General Counsel & Secretary	10900 Wayzata Boulevard Minnetonka, MN 55305
William R. Anderson	Senior Vice President, Enhancement Services	10900 Wayzata Boulevard Minnetonka, MN 55305
John D. Armbruster	Senior Vice President, Tax	10900 Wayzata Boulevard Minnetonka, MN 55305
Mark P. Wagener	Senior Vice President, Controller	10900 Wayzata Boulevard Minnetonka, MN 55305
Ronald N. Zebeck	Director	10900 Wayzata Boulevard Minnetonka, MN 55305
David D. Wesselink	Director	10900 Wayzata Boulevard Minnetonka, MN 55305
William R. Anderson	Director	10900 Wayzata Boulevard Minnetonka, MN 55305

Parent Company: Metris Direct, Inc. 100% - Shareholder.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 19 PM 12:55

APPROVED
AND
FILED

Delaware

PAGE 1

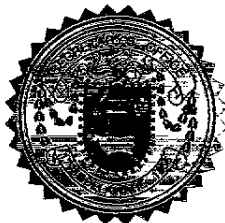
The First State

I, HARRIET SMITH WINDSOR, 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 TWENTY-THIRD DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METRIS TRAVEL SERVICES INC." WAS INCORPORATED ON THE NINTH DAY OF MAY, A.D. 1997.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2749486 8300

AUTHENTICATION: 1951656

020535199

DATE: 08-23-02