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03 MAR 17 PM 12:03
OFFICE OF THE CLERK OF THE COURT
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

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03 MAR 17 PM 1:30
OFFICE OF THE CLERK OF THE COURT
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

CT CORPORATION

March 17, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5749361 WO
Customer Reference 1: None
Customer Reference 2: Cert of Authority for non

Dear Secretary of State, Florida:

Please file the attached:

Discover Financial Services Insurance Agency, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,



Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILED
03 MAR 17 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 17, 2003

BRIGHAM WEIR
C T CORPORATION
660 E JEFFERSON ST
TALLAHASSEE, FL 32301

SUBJECT: DISCOVER FINANCIAL SERVICES INSURANCE AGENCY, INC.
Ref. Number: W03000007627

We have received your document for DISCOVER FINANCIAL SERVICES INSURANCE AGENCY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 003A00016453

**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. Discover Financial Services Insurance Agency, 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. 75-3077351
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/01/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(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. 2500 Lake Cook Road, Riverwoods, IL 60015
(Principal office address)
same
(Current mailing address)
8. In the business of insurance, functioning as an insurance agency
(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
(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.

C T Corporation System **CONNIE BRYAN**
By: Connie Bryan **SPECIAL ASSISTANT SECRETARY**
(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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHMENT

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. Margaret J. Bellock, President

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

ATTACHMENT A
Names/Addresses of Directors and Officers

03 MAR 17
 SECRET
 TALLA

DISCOVER FINANCIAL SERVICES INSURANCE AGENCY, INC. CORPORATE OFFICERS			
TITLE	NAME	ADDRESS	CITY, STATE, ZIP
Director	Margaret J. Bellock	2500 Lake Cook Rd.	Riverwoods, IL 60015
Director	Kathryn McNamara Corley	2500 Lake Cook Rd.	Riverwoods, IL 60015
Director	Victor A. LaMantia	2500 Lake Cook Rd.	Riverwoods, IL 60015
President	Margaret J. Bellock	2500 Lake Cook Rd.	Riverwoods, IL 60015
Vice President/Treasurer/Assistant Secretary	Martin W. Slusarz	2500 Lake Cook Rd.	Riverwoods, IL 60015
Vice President/Insurance Officer	Victor A. LaMantia	2500 Lake Cook Rd.	Riverwoods, IL 60015
Vice President/Insurance Officer	Janet L. Martin	2500 Lake Cook Rd.	Riverwoods, IL 60015
Secretary	Hugh M. Hayden	2500 Lake Cook Rd.	Riverwoods, IL 60015
Assistant Secretary	Gerald M. Egner	2500 Lake Cook Rd.	Riverwoods, IL 60015
Assistant Secretary	Robert M. Murphy	2500 Lake Cook Rd.	Riverwoods, IL 60015
Assistant Secretary	Michelle D. Patrick	2500 Lake Cook Rd.	Riverwoods, IL 60015
Insurance Officer/Compliance Officer	Jacqueline R. Jansen	2500 Lake Cook Rd.	Riverwoods, IL 60015
Insurance Officer/Compliance Officer	Dorothy A. Murdock	2500 Lake Cook Rd.	Riverwoods, IL 60015
Insurance Officer	Marietta K. Borzym	2500 Lake Cook Rd.	Riverwoods, IL 60015
Insurance Officer	Susan D. Murray	12 Read's Way	New Castle, DE 19720
Insurance Officer	Kelley L. Sanchez	12 Read's Way	New Castle, DE 19720
Insurance Officer	John Byung-Kook Yoo	12 Read's Way	New Castle, DE 19720

Delaware

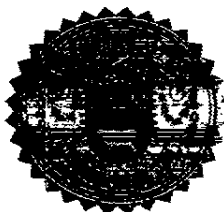
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DISCOVER FINANCIAL SERVICES INSURANCE AGENCY, 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 TWELFTH DAY OF MARCH, A.D. 2003.

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

3553959 8300

AUTHENTICATION: 2304173

030166248

DATE: 03-12-03

FILED
MAR 17 PM 1:30
OFFICE OF THE SECRETARY OF STATE
DELAWARE