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Division of Corporations

CORPORATION

01

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Florida Department of State

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Division of Corporations

Public Access System

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Division of Corporations

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From:

Account Name : C T CORPORATION SYSTEM

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Phone : (850) 222-1092

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FOREIGN PROFIT QUALIFICATION

Protocol Services, Inc.

Certificate of Status	0
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FILED**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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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, DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. Protocol Services, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Protocol Marketing Group Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 04-342 2820

(FEI number, if applicable)

4. May 15, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.153, F.S.)

7. 1751 Lake Cook Road, Suite 400, Deerfield, Illinois 60015

(Principal office address)

1751 Lake Cook Road, Suite 400, Deerfield, Illinois 60015

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Delaware.

(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 SystemOffice 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

By: Beverlee Stuenkel

(Registered agent's signature)

Beverlee Stuenkel
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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Robert C. Froehner

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Address: 1751 Lake Cook Road, Suite 400

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Deerfield, Illinois 60015

Vice Chairman: N/A

Address:

Director: [See Attached List; Same address as above]

Address:

Director:

Address:

B. OFFICERS

President:

Address:

Vice President: Kurt Marhoefer

Address: 1751 Lake Cook Road, Suite 400

Deerfield, Illinois 60015

Secretary: Kurt Marhoefer

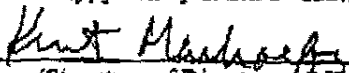
Address: [Same Address as above]

Treasurer: Kurt Marhoefer

Address: [Same Address as above]

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

13.



(Signature of Director or Officer listed in number 12 of the application)

14. Kurt Marhoefer

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

Protocol Services, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAOfficers:

1. Chairman: *Robert C. Froetscher*
2. Treasurer, Vice President and Chief Financial Officer and Secretary: *Kurt Marhoefer*
3. Division President, Contact Centers: *Jerry D. Lewis*
4. Division President, Agency Services: *Jeffrey G. Jarrett*
5. Division President, Replication & Fulfillment: *Jeffrey E. Baker*
6. Vice President, Marketing & Strategy: *Robert Wilke*
7. Assistant Secretary: *Adam Rosenbaum*

Directors:

1. Robert J. Conrads
2. Avy Stein
3. Robert C. Froetscher
4. Theodore Horton
5. J. Barton Goodwin
6. Howard S. Hoffman

Address for all:

1751 Lake Cook Road, Suite 400
Deerfield, Illinois 60015
(847) 236-3486

Delaware

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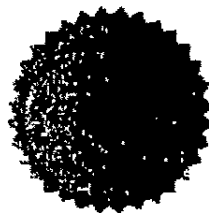
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROTOCOL 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 SEVENTH DAY OF JULY, A.D. 2004.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3218876

DATE: 07-07-04