

UCC SERVICES Fax: 850-681-6111 Mar 27 2009 13:28 P. O. Box 1100 Tallahassee, FL 32304-1100
 Division of Corporations Page 1 of 1

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Florida Department of State
 Division of Corporations
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 Fax Number : (850) 617-6381

From: Account Name : UCC FILING & SEARCH SERVICES, INC.
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FOREIGN PROFIT/NONPROFIT CORPORATION

Vertrue Incorporated

Certificate of Status	0
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Page Count	05 21
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March 27, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: VERTRUE INCORPORATED
REF: W09000014474

RESUBMISSION
PLEASE HONOR ORIGINAL
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

If you have any further questions concerning your document, please call (850) 245-6062.

Eula Peterson
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000070990
Letter Number: 409A00010393

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2009 MAR 26 P 2:03

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. VERTRUE INCORPORATED

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

(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. 06-1276882

(FEI number, if applicable)

4. 7/12/89

(Date of incorporation)

5. Perpetual

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

6. upon filing

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 20 Glover Avenue, Norwalk, Connecticut 06850

(Principal office address)

20 Glover Avenue, Norwalk, Connecticut 06850

(Current mailing address)

8. To register as a seller of travel in the State of Florida

(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 NOT acceptable)

Name: **United Corporate Services, Inc.**

Office Address: **9200 South Dadeland Boulevard, Suite 508**

Miami, Florida **33156**

(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.

(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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: "See Attached Rider"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gary Johnson

Address: 20 Glover Avenue, Norwalk, Connecticut 06850

Secretary: George W. M. Thomas

Address: 20 Glover Avenue, Norwalk, Connecticut 06850

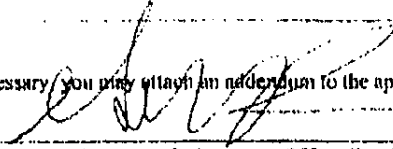
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. George W.M. Thomas, Secretary
(Typed or printed name and capacity of person signing application)

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VERTRUE INCORPORATED
BOARD OF DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Paul H. Bartlett
Partner
Rho Ventures
525 University Avenue, Suite 1350
Palo Alto, CA 94301

Mr. Christian P. R. Ahrens
One Equity Partners
320 Park Avenue, 18th Floor
New York, NY 10022

Mr. Henry H. Brance
One Equity Partners
320 Park Avenue, 18th Floor
New York, NY 10022

Mr. William Collins
Brencourt Advisors L.L.C.
600 Lexington Avenue, 8th Floor
New York, NY 10022

Mr. James Koyen
One Equity Partners
320 Park Avenue, 18th Floor
New York, NY 10022

Mr. Henry William Mirbach
Intuit Inc.
P.O. Box 7850, MS 2700C
Mountain View, CA 94039-7850

Mr. Michael Gregory O'Hara
Partner
One Equity Partners
320 Park Avenue
New York, NY 10022

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Delaware

The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERTRUE INCORPORATED" 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-SIXTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VERTRUE INCORPORATED" WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 1989.

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.

2201951 8300

090303565

You may verify this certificate online at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7210084

DATE: 03-26-09