

JUN 30, 2010 1:17 PM

NRAI CORPORATE SERVICES, INC.

NO. 667 PaP. 1 of 17

F10000002974

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

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Account Name : NRAI CORPORATE SERVICES, INC.
Account Number : I20080000023
Phone : (651) 225-9500
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FOREIGN PROFIT/NONPROFIT CORPORATION

Provell, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	7
Estimated Charge	\$1,178.75

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**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. Provell, Inc.

(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. 41-1551116

(FEI number, if applicable)

4. February 10, 2003

(Date of Incorporation)

5. Perpetual

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

6. June 1, 2006

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

7. 11100 Wayzata Boulevard, Suite 680 Minneapolis, MN 55305

(Principal office address)

11100 Wayzata Boulevard, Suite 680 Minneapolis, MN 55305

(Current mailing address)

8. See Schedule 1 attached hereto

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, FL

(City)

, Florida 33331

(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.

NRAI Services, Inc.

By: 

(Registered agent's signature)

Chelsea Bialowas, Asst Secy

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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NRAI CORPORATE SERVICES INC

NO. 4066 P. 3

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DEPT. OF REVENUE
DIVISION OF CORPORATE TAX

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

A. DIRECTORS

Chairman: For a list of Directors see Schedule 2 attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: For a list of Officers see Schedule 3 attached hereto

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 Director or Officer listed in number 12 of the application)

14. Thomas M. Cavalli, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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**Schedule 1 – General Business Purpose
to
Application of Foreign Corporation to Transact Business in Florida
of
Provell, Inc.**

Coordination of business matters for Provell, Inc. which designs and markets membership programs.

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NRAI CORPORATE SERVICES INC

NO. 4066 P. 5

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**Schedule 2 – List of Directors
to
Application of Foreign Corporation to Transact Business in Florida
of
Provell, Inc.**

George S. Richards
Chairman
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

Michael McGowan
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

Charles Wenger
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

Marvin S. Traub
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

Derek Reisfield
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

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Division of Corporations

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**Schedule 3 – List of Officers
to
Application of Foreign Corporation to Transact Business in Florida
of
Provell, Inc.**

George S. Richards
President and Chief Executive Officer
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

Michael McGowan
Senior Vice President of Marketing and Chief Marketing Officer
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

Rod Merry
Senior Vice President and Chief Information Officer
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

Thomas M. Cavalli
Senior Vice President, Finance and Chief Financial Officer
11100 Wayzata Boulevard, Suite 680
Minneapolis, MN 55305

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DIVISION OF CORPORATE
REGISTRATION

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NRAI CORPORATE SERVICES INC

NO. 4066 P. 7

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROVELL, 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-NINTH DAY OF JUNE, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROVELL, INC." WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, 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.

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Division of Corporations


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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8083652

DATE: 06-29-10