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Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

800002574848--6

-06/29/98--01069--003
***1150.00 ***1150.00

800002574848--6

-06/29/98--01069--002
*****70.00 *****70.00

First USA Management Services, Inc.

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TALLAHASSEE FLORIDA

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merge

☒ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☐ Certified Copy

☐ Photo Copies

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DIVISION OF CORPORATION


**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. First USA Management Services, Inc.
(Name of corporation must include the word "Incorporated", "Company", or
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
(State or country under the law of which is incorporated)
3. Tax ID No. 75-2565981
(FEI number, if applicable)
4. December 1, 1994
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1997
(Date first transacted business in Florida. (See Sections 607.1501, 607.1502 and 817.156,
F.S.))
7. Three Christina Centre, 201 North Walnut Street Florida Address:
Wilmington, Delaware 19801 600 Business Center Drive
Lake Mary, FL 32746
(Current Mailing Address)
8. Cardmember Service Call Center
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, FL 33324
10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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.
See Attached Exhibit A

12. Names and addresses of officers and/or directors: See Attached Exhibit B

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: _____

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. _____

Clinton W. Walker, Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

[See attached Certificate]

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EXHIBIT B

FIRST USA MANAGEMENT SERVICES, INC.

Names and Addresses of Directors and Executive Officers as of 4/21/98

I. DIRECTORS

<u>Name</u>	<u>Address</u>
Richard W. Vague, Chairman	First USA Bank Three Christina Centre 201 N. Walnut Street Wilmington, DE 19801
Randy Christofferson, Vice Chairman	First USA Bank Three Christina Centre 201 N. Walnut Street Wilmington, DE 19801

II. EXECUTIVE OFFICERS

<u>Name</u>	<u>Address</u>
Richard W. Vague, CEO	First USA Bank Three Christina Centre 201 N. Walnut Street Wilmington, DE 19801
Randy Christofferson, President	First USA Bank Three Christina Centre 201 N. Walnut Street Wilmington, DE 19801
Patrick M. Blewett, President – International	First USA Bank Three Christina Centre 201 N. Walnut Street Wilmington, DE 19801
Clinton W. Walker, General Counsel and Secretary	First USA Bank Three Christina Centre 201 N. Walnut Street Wilmington, DE 19801

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Donald Freiert, Senior Vice President
and Director of Corporate Real Estate Services

Banc One Corporation
100 East Broad Street
23rd Floor
Columbus, OH 43215

Tracie Klein, Vice President
of Securitization and Investor Reporting

First USA Bank
1601 Elm Street
46th Floor
Dallas, TX 75201

J. Michael Spurlin, Vice President

First USA Bank
1601 Elm Street
46th Floor
Dallas, TX 75201

Helen Williams, Vice President -
International

Bank One International
Three Christina Centre
201 North Walnut Street
Wilmington, DE 19801

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TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST USA MANAGEMENT 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-EIGHTH DAY OF MAY, A.D. 1998.

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.

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TALLAHASSEE FLORIDA

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9104865
05-28-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: