

F990000001528

metris
COMPANIES
Metris Companies Inc.
600 South Highway 169
Interchange Tower Suite 300
St. Louis Park, MN 55426-1222

Phone 612 525-5020
Fax 612 593-4746

March 19, 1999

VIA UPS NEXT DAY AIR

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

300002813689-4
-03/22/99-01114-002
*****70.00 *****70.00

RE: Metris Direct, Inc.

F99-1528

Dear Sir or Madam:

Enclosed herewith for filing are duplicate originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation, together with a Good Standing Certificate as issued by the Minnesota Secretary of State. Also enclosed is a check in the amount of \$70 in payment of your filing fee.

Please send the Certificate of Authority to the undersigned in the enclosed prepaid UPS envelope. *not enclosed*

If you have any questions or problems with this filing, please do not hesitate to call me at (612) 525-4987.

Very truly yours,

METRIS COMPANIES INC.

Amy M. Greene
Amy M. Greene
Paralegal

Enclosures
AMG/amg

FILED
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TALLAHASSEE FLORIDA
3/23

**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. Metris Direct, 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. Minnesota
(State or country under the law of which it is incorporated)
3. 41-1111974
(FEI number, if applicable)
4. July 10, 1973
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 600 South Highway 169, Suite 1800

St. Louis Park, Minnesota 55426
(Current mailing address)

8. Credit card operations facility
(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:** (P.O. Box or Mail Drop Box acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Susan M. Perrost
(Registered agent's signature)
Susan M. Perrost, Asst. 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.

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SECRETARY OF STATE
FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

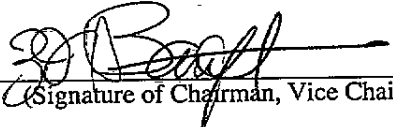
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE

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. Z. Jill Barclift - Executive Vice President, General Counsel, Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS AND OFFICERS
OF
METRIS DIRECT, INC.

Directors

Jean C. Benson
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

David D. Wesselink
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

Ronald N. Zebeck
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

Officers

Ronald N. Zebeck - President, Chief Executive Officer
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

David D. Wesselink - Executive Vice President, Chief Financial Officer
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

Douglas B. McCoy - Executive Vice President, Operations, Chief Operating Officer
6909 East Greenway Parkway
Scottsdale, Arizona 85254

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Z. Jill Barclift - Executive Vice President, General Counsel, Secretary
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

Douglas L. Scaliti - Executive Vice President, Fee Based Products
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

David R. Reak - Senior Vice President, Risk Management/Recovery
6909 East Greenway Parkway
Scottsdale, Arizona 85254

Paul T. Runice - Senior Vice President, Treasurer
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

Jean P. Vernor - Senior Vice President, Product Management
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

David P. Turk - Vice President, Managing Director, Warranty/Insurance Services
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

Jean C. Benson - Vice President, Controller, Finance
600 South Highway 169
Suite 1800
Minneapolis, Minnesota 55426

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TALLAHASSEE FLORIDA

State of Minnesota

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TALLAHASSEE FLORIDA

Certificate of Good Standing

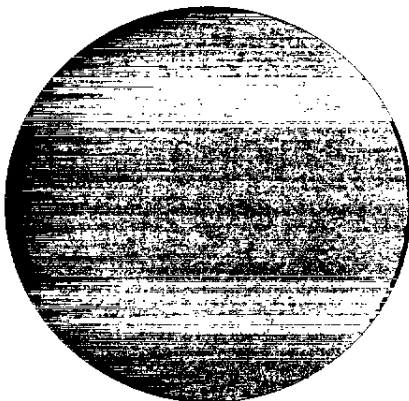
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Metris Direct, Inc.

Date Formed: 07/10/1973

Chapter Governed By: 302A

This certificate has been issued on 03/18/99.



Mary Kiffmeyer
Secretary of State.