

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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5/9/99 2:00



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Foreign

1.) Membe Advantage Service Corporation  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

300002770133--D

-02/09/99--01096--002

\*\*\*\*\*70.00 \*\*\*\*\*70.00

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

300002770133--D

-02/09/99--01096--003

\*\*\*\*\*8.75 \*\*\*\*\*8.75

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

W99-3257

**SPECIAL INSTRUCTIONS**

DIVISION OF CORPORATION

99 FEB 9 PM 12:58

SECRETARY  
DIVISION  
99 MAY 27 AM 8:05

05/27/99

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mtm  
5/27





FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 9, 1999

CORPORATE ACCESS, INC.

SUBJECT: MEMBER ADVANTAGE SERVICE CORPORATION  
Ref. Number: W99000003257

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

We have received your document for MEMBER ADVANTAGE SERVICE CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that MEMBER ADVANTAGE SERVICE CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$4665.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6097.



Michael Mays  
Document Specialist

Letter Number: 599A00005719

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 27 AM 8:05



**AFFIDAVIT**

**STATE OF FLORIDA  
COUNTY OF MANATEE**

BEFORE ME, the undersigned authority duly authorized in the State and County aforesaid personally appeared LAWRENCE M. JESSEN, who being by me first duly sworn, deposes and says as follows:

1. That he is the Executive Vice President of Member Advantage Service Corporation, a Wisconsin corporation ("Member Advantage").

2. That on or about February 1, 1999, Member Advantage filed with the Florida Department of State that certain Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida, copies of the same attached hereto and made a part hereof by reference as Composite Exhibit "A".

3. That after reviewing the documents attached hereto as Composite Exhibit "A", it has been determined that erroneous information was inserted on the Application to Transact Business in Florida, specifically, paragraph #6 erroneously states that the date Member Advantage first transacted business in Florida was October 1, 1995, when, in fact, the date Member Advantage first transacted business in Florida was January 1, 1999.

4. That in support of the statements contained in paragraph 5, immediately above, the affiant states as follows:

(a) that during the year 1995, the Department of Revenue requested that Member Advantage file annual tax form 1120F with respect to calendar years 1996 and thereafter, notwithstanding the fact that Member Advantage did not transact business in the State of Florida, had no sales in the State of Florida, the same of which was referenced on said tax form.

(b) that Member Advantage has not transacted business in the State of Florida until January 1, 1999; provided, however, that prior to January 1, 1999, Member

93 MAY 27 AM 8:06

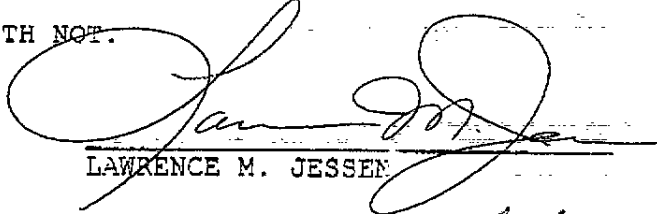
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SECRETARY OF STATE  
MANATEE COUNTY, FLORIDA



Advantage did (i) enter into an office lease agreement; (ii) maintain a bank account; and (iii) own certain office furniture and fixtures, all of which do not constitute transacting business within Section 607.1501 Florida Statutes.

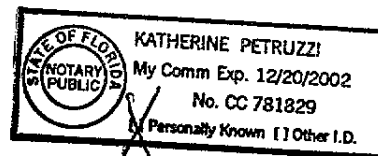
5. That at all times material hereto Member Advantage has not and did not transact business in the State of Florida, as the same is defined and determined in applicable Florida Statutes.

FURTHER AFFIANT SAYETH NOT.

  
LAWRENCE M. JESSEN

SWORN TO and subscribed before me this 20<sup>th</sup> day of May, 1999.

  
Notary Public - State of Florida



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SECRETARY OF STATE  
DIVISION OF RECORDS



**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. MEMBER ADVANTAGE SERVICE CORPORATION  
(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. Wisconsin 3. 39-1723210  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 28, 1990 5. PERPETUAL  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 1, 1999  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6408 PARKLAND DRIVE SUITE 105  
SARASOTA, FL. 34243  
(Current mailing address)
8. PROVIDE FINANCIAL SERVICES FOR CREDIT UNION  
(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 **NOT** acceptable)  
Name: BENJAMIN FELDER, ESQ.  
C/O KASS HODGES P.A.  
Office Address: 1505 N. FLORIDA AVENUE  
TAMPA, Florida, 33602  
(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.*

Benjamin Felder  
(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  
DIVISION OF CORPORATE AFFAIRS

89 MAY 27 AM 10:00



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: ANTHONY C. PIANO

Address: 6408 PARKLAND DRIVE SUITE 105  
SARASOTA, FL. 34243

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: RICHARD F. HANSON

Address: 14100 BORDEAUX BAY  
TRAVERSE CITY, MI 49686

Director: RICHARD L. DAVIS

Address: 1503 WEST MARKET ST.  
MEQUON, WI. 53092

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

President: ANTHONY C. PIANO

Address: 6408 PARKLAND DRIVE SUITE 105  
SARASOTA, FL. 34243

Executive Vice President: LAWRENCE M. JESSEN (Also a Director)

Address: 6408 PARKLAND DRIVE SUITE 105  
SARASOTA, FL. 34243

Secretary: RICHARD A. KRANITZ (Also a Director)

Address: 1238 12th Avenue  
GRATON, WI 53024

Asst Secretary & Treasurer: LAWRENCE M. JESSEN

Address: 6408 PARKLAND DRIVE SUITE 105  
SARASOTA, FL. 34243

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

13. [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LAWRENCE M. JESSEN

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

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DIVISION OF THE  
TREASURY



ADDITIONAL OFFICERS FOR MEMBER ADVANTAGE  
SERVICE CORPORATION.

Vice President Christopher Halperin  
6408 Parkland Drive Suite 105  
Sarasota, FL 34243

Vice President Murray Halperin  
6408 Parkland Drive Suite 105  
Sarasota, FL 34243

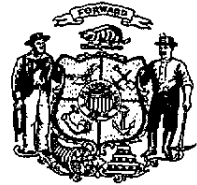
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 27 AM 8:06



DOM  
180 181 185

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

MEMBER ADVANTAGE SERVICE CORPORTION

is a domestic corporation organized under the laws of this state and that its date of incorporation is DECEMBER 28, 1990.

I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department on JANUARY 12, 1999.

RICHARD L. DEAN, Secretary  
Department of Financial Institutions

BY:

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.