

F990000003900

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Metris Direct Services, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation  
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

300002942813--0  
-07/27/99-01052--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Amy M. Greene  
(Name of Person)

Metris Companies Inc.  
(Firm/Company)

600 South Highway 169, Suite 1800  
(Address)

St. Louis Park, Minnesota 55426  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Amy M. Greene at ( 612 ) 525-4987  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

99 JUL 27 AM 8:05  
FILED  
SECRETARY OF STATE  
mtu  
7/30

**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 Services, 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. State of Delaware  
(State or country under the law of which it is incorporated)
3. 41-1891528  
(FEI number, if applicable)
4. November 20, 1997  
(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 registration and any and all lawful acts or activities for which corporations may be formed.  
(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 or Mail Drop Box NOT 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: [Signature]  
(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.

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)

**RIDER**  
**APPLICATION BY FOREIGN CORPORATION**  
**FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
**OF**  
**METRIS DIRECT SERVICES, INC.**  
**OFFICERS AND DIRECTORS**

Directors

Ronald N. Zebeck  
600 South Highway 169  
Suite 1800  
St. Louis Park, MN 55426

Jean C. Benson  
600 South Highway 169  
Suite 1800  
St. Louis Park, MN 55426

David D. Wesselink  
600 South Highway 169  
Suite 1800  
St. Louis Park, MN 55426

Officers

Ronald N. Zebeck - President, Chief Executive Officer  
600 South Highway 169  
Suite 1800  
St. Louis Park, MN 55426

David D. Wesselink - Executive Vice President, Chief Financial Officer  
600 South Highway 169  
Suite 1800  
St. Louis Park, MN 55426

Z. Jill Barclift - Executive Vice President, General Counsel, Secretary  
600 South Highway 169  
Suite 1800  
St. Louis Park, MN 55426

Jean C. Benson - Vice President, Controller, Finance  
600 South Highway 169  
Suite 1800  
St. Louis Park, MN 55426

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Jeffrey D. Grosklags - Assistant Secretary  
600 South Highway 169  
Suite 1800  
St. Louis Park, MN 55426

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SECRETARY OF STATE  
DIVISION  
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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METRIS DIRECT 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-THIRD DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METRIS DIRECT SERVICES, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2823863 8300

DATE: 9884022

991304953

07-23-99