

metris

COMPANIES

Metris Companies Inc.
10900 Wayzata Boulevard
Minnetonka, MN 55305

Phone 952 525-5020
Fax 952 593-4891

September 7, 2001

9/10

AMJH

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA UPS

Re: MES Insurance Agency, LLC

Dear Sir/Madam:

Enclosed for filing are the following for the above referenced LLC:

- Original Application for Authorization to Transact Business in Florida
- Certificate of Designation of Registered Agent
- Certificate of Good Standing
- Check in the amount of \$125.00 in payment of the filing fee

FILED
01 SEP 10 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please provide me with evidence of filing. If you should have any questions, please call me at (952) 358-4658.

Sincerely,

Muriel J. Craig

Muriel J. Craig
Paralegal

enclosures

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****125.00 ****125.00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MES Insurance Agency, LLC
(Name of foreign limited liability company)
2. Minnesota 3. 41-2001344
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 29, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10900 Wayzata Boulevard
Minnetonka, Minnesota 55304
(Street address of principal office)

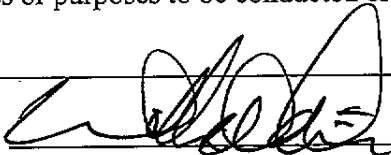
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

See Attached List

FILED
01 SEP 10 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Insurance Agency



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William D. Diones, Assistant Secretary

Typed or printed name of signer

FLORIDA

SCHEDULE TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSAC BUSINESS IN FLORIDA
OF
MES INSURANCE AGENCY, LLC

9. The name and usual business addresses of the managing members or managers are as follows:

Name	Title	Address
Ronald N. Zebeck	Chief Manager	10900 Wayzata Boulevard Minnetonka, Minnesota 55305
David D. Wesselink	Treasurer	10900 Wayzata Boulevard Minnetonka, Minnesota 55305
William R. Anderson	Chief Operating Officer	10900 Wayzata Boulevard Minnetonka, Minnesota 55305
John D. Armbruster	Tax Manager	10900 Wayzata Boulevard Minnetonka, Minnesota 55305
Mark P. Wagener	Controller	10900 Wayzata Boulevard Minnetonka, Minnesota 55305
Richard G. Evans	Secretary	10900 Wayzata Boulevard Minnetonka, Minnesota 55305
William D. Diones	Assistant Secretary	10900 Wayzata Boulevard Minnetonka, Minnesota 55305

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MES Insurance Agency, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

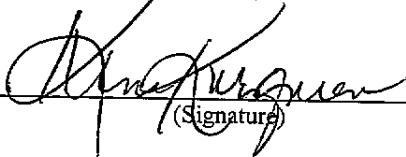
Tallahassee

FL

32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

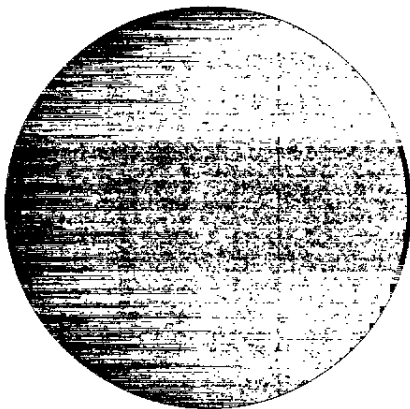
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name: MES Insurance Agency, LLC

Date Formed or Registered: March 29, 2001

State of Organization: Minnesota

This certificate has been issued on September 4, 2001.



Mary Kiffmeyer
Secretary of State.