

CT CORPORATION SYSTEM

F01000000.5245

CORPORATION(S) NAME

ADS Commercial Services, Inc.

FILED
01 OCT -8 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | BK |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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01 OCT -8 PM 12:13
DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/8/01

MS

Order#: 4826663

Ref#: _____

Amount: \$ _____

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-10/08/01--01065--024
*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
OCT 28 1995
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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. ADS Commercial 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. Delaware 3. 36-4005174
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/18/95 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon approval
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Alliance Data Systems, 800 Techcenter Drive, Gahanna, Ohio 43230
Attention: Lynn Kahl, Tax Department
(Current mailing address)

8. all legal business and purposes
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System
E A Reed
(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)

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TALLAHASSEE, FLORIDA

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael A. Beltz

Address: 17655 Waterview Parkway, Dallas, TX 75252

Director: Carolyn Melvin

Address: 800 Techcenter Drive, Gahanna, Ohio 43230

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

President: Michael A. Beltz

Address: 17655 Waterview Parkway, Dallas, TX 75252

Vice President: Richard E. Schumacher, Jr.

Address: 800 Techcenter Drive, Gahanna, Ohio 43230

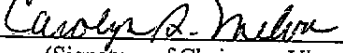
Secretary: Carolyn S. Melvin

Address: 800 Techcenter Drive, Gahanna, Ohio 43230

Treasurer: Robert Armiak

Address: 800 Techcenter Drive, Gahanna, Ohio 43230

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. Carolyn S. Melvin, Secretary
(Typed or printed name and capacity of person signing application)

ADS COMMERCIAL SERVICES, INC.

a Delaware corporation
incorporated 1/18/95

OFFICERS & DIRECTORS

(As of 7/25/01)

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TALLAHASSEE, FLORIDA

<u>OFFICERS</u>	NAME	BUSINESS ADDRESS
President & CEO	Michael A. Beltz	17655 Waterview Pkwy Dallas, TX 75252
CFO	Edward Heffernan	17655 Waterview Pkwy Dallas, TX 75252
Vice President	Richard E. Schumacher, Jr.	800 Techcenter Drive Gahanna, Ohio 43230
Secretary	Carolyn S. Melvin	800 Techcenter Drive Gahanna, Ohio 43230
Treasurer	Robert Armiak	800 Techcenter Drive Gahanna, Ohio 43230
Assistant Secretary	Kellie Watts	17655 Waterview Pkwy Dallas, TX 75252
<u>DIRECTORS</u>		
	Michael A. Beltz	17655 Waterview Pkwy Dallas, TX 75252
	Carolyn Melvin	800 Techcenter Drive Gahanna, Ohio 43230

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADS COMMERCIAL 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 FOURTH DAY OF OCTOBER, A.D. 2001.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2472020 8300

AUTHENTICATION: 1374803

010493240

DATE: 10-04-01