

metris **F99000003274**
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

June 17, 1999

VIA UPS

500002908945-- 0
-06/18/99--01075--002
*****70.00 *****70.00

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

RE: Metris Recovery Services, Inc.

Dear Sir or Madam:

Enclosed herewith for filing is one original and one copy 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 Delaware Secretary of State. Also enclosed is a check in the amount of \$70 in payment of your filing fee.

Please return the Certificate of Authority to me in the enclosed self-addressed, stamped envelope.

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

Very truly yours,

METRIS COMPANIES, INC.



Amy M. Greene
Paralegal

Name	
Availability	MJH
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Enclosures
AMG/amg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 18 AM 10:28

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 Recovery 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 3. 41-1940906
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 12, 1999 5. Perpetual
(Date of Incorporation) (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. 6909 East Greenway Parkway

Scottsdale, Arizona 85254

(Current mailing address)

8. Collection Agency 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 the 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 18 AM 10:28

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: _____

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

13. Lorraine E. Waller
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lorraine E. Waller - 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 RECOVERY SERVICES, INC.**

OFFICERS AND DIRECTORS

Directors

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

Z. Jill Barclift
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

David R. Reak
6909 East Greenway Parkway
Scottsdale, AZ 85254

Officers

David R. Reak - President
6909 East Greenway Parkway
Scottsdale, AZ 85254

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

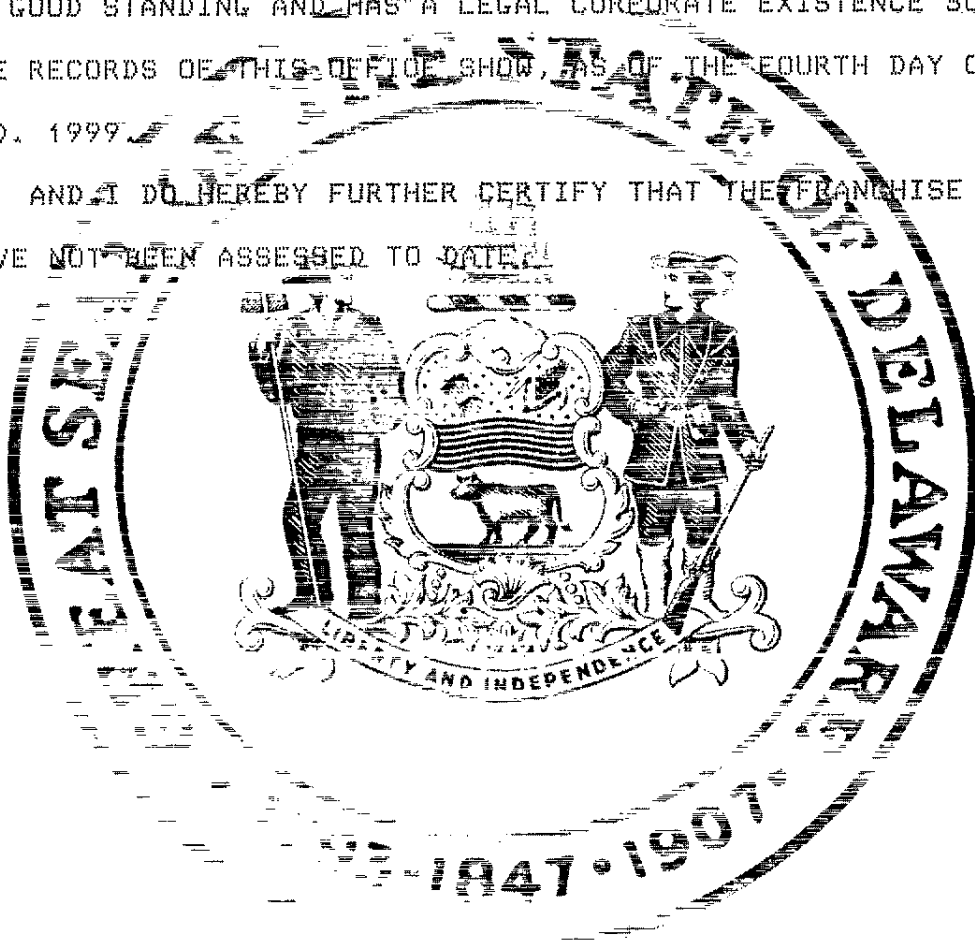
Earl Slack - Vice President
8020 Corporate Drive
White Marsh, MD 21236

Lorraine E. Waller - Secretary
600 South Highway 169
Suite 1800
St. Louis Park, MN 55426

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METRIS RECOVERY 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 JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State



3028659 8300

991223734

AUTHENTICATION: 9785112

DATE: 06-04-99