

File Number 5840-189-7



State of Illinois
Office of
The Secretary of State

29-16

Whereas,

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
DISCOVER FINANCIAL SERVICES, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 9TH
day of FEBRUARY A.D. 1999 and of
the Independence of the United States the two
hundred and 23RD



Jesse White
Secretary of State

BOX 170

Form **BCA-13.40**
(Rev. Jan. 1999)

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

File # 5840-189-7

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1837
http://www.sos.state.il.us

FILED

FEB 09 1999

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 2-9-99

Filing Fee \$25.00

Approved: *[Signature]*

- 1. (a) CORPORATE NAME: NOVUS SERVICES, INC.
- (b) If changed, NEW CORPORATE NAME: DISCOVER FINANCIAL SERVICES, INC.
- (c) (Complete only if the new corporate name is not available in this state.)
ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

EXPEDITED

- 2. (a) State or Country of Incorporation: Delaware
- (b) If changed, Period of Duration: No Change

FEB 09 1999

SECRETARY OF STATE

- 3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

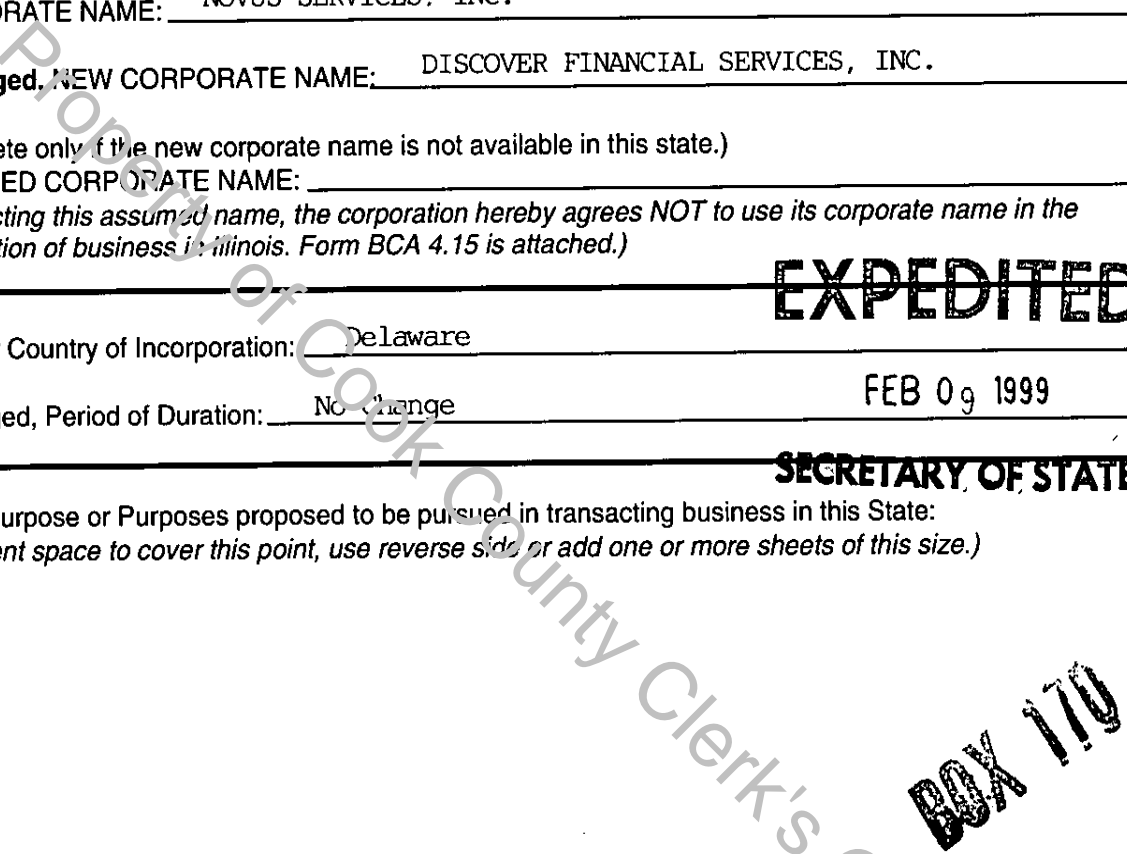
5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated February 5, 1999
(Month/Day) (Year)

attested by Larry A. Mallinger
(Signature of Secretary or Assistant Secretary)
Larry A. Mallinger, Assistant Secretary
(Type or Print Name and Title)

DISCOVER FINANCIAL SERVICES, INC.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)
Hugh M. Hayden, Vice President, Associate
(Type or Print Name and Title)



5840-1897

UNOFFICIAL COPY

State of Delaware

PAGE 1

Office of the Secretary of State

COPY

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NOVUS SERVICES, INC.", CHANGING ITS NAME FROM "NOVUS SERVICES, INC." TO "DISCOVER FINANCIAL SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999, AT 11:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF FEBRUARY, A.D. 1999.

FILED

FEB 09 1999

JESSE WHITE
SECRETARY OF STATE

13.30/112
35.00
[Signature]



[Signature of Edward J. Freel]

Edward J. Freel, Secretary of State

BOX 170

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AUTHENTICATION:

9542366

DATE:

01-26-99