

F0000004850

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 8 / 28

300003374253--4
-08/28/00-01030-013
*****70.00 *****70.00

Corporation(s) Name

 Online Benches, Inc

RECEIVED
DIVISION OF CORPORATIONS
00 AUG 28 PM 3:46

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Withdrawal	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> UBR	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC () 1 or () 3
<input type="checkbox"/> Reinstatement		
***Special Instructions**		
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
[parts/amends/mergers () Other-See Above]		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

RECEIVED
00 AUG 28 AM 10:54

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

File
second

[Handwritten signature]

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
100 AUG 28 PM 3:16

- 1. Online Benefits, 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 (State or country under the law of which it is incorporated)
3. 11-3543519 (FEI number, if applicable)
4. December 30, 1999 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. May 11, 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1025 Old Country Road, Suite 202 Westbury, New York 11590 (Current mailing address)

8. Provide Interactive Web-Based Employee Benefit Communications & Administrative Applications. (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
(Registered agent's signature) Special Asst. Secy

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)

(Please see attached.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 PM 3:46

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

(Please see attached.)

President: _____

Address: _____

Vice President: _____

Address: _____

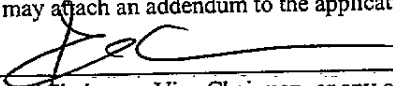
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Alan Cohen, President
(Typed or printed name and capacity of person signing application)

12 A-B. Names and addresses of officers and/or directors:

Directors

<i>Name</i>	<i>Address</i>
Alan Cohen	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590
John Gedney	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590
Thomas Pennell	Pennell Venture Partners 55 Broad Street, 11th Floor New York, NY 10004
Gerald M. Kirke	417 Locust Street Des Moines, IA 50309
Paul Gelburd	GE Capital Equity Investments, Inc. 100 California Street, 8th Floor San Francisco, CA 94111
Carl Webster	Firemark Insurance Fund III, L.P. 67 Park Place Morristown, NJ 07960

Officers

<i>Name</i>	<i>Title</i>	<i>Address</i>
Alan Cohen	Chief Executive Officer and President	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590
John Gedney	Executive Vice President	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 PM 3:16

<i>Name</i>	<i>Title</i>	<i>Address</i>
John E. Donahue	Vice President, Chief Financial Officer and Secretary	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590
Moshe Molcho	Vice President, Engineering - CTO	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 2002 3:46 PM

State of Delaware
Office of the Secretary of State

PAGE 1

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 PM 3:46

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONLINE BENEFITS, 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 FOURTEENTH DAY OF JUNE, A.D. 2000.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

3151632 8300

001301861

AUTHENTICATION: 0496886

DATE: 06-14-00