

# FO0000006187



ACCOUNT NO. : 072100000032  
 REFERENCE : 874523 7226062  
 AUTHORIZATION : *Patricia Pignato*  
 COST LIMIT : \$ 70.00

ORDER DATE : October 24, 2000  
 ORDER TIME : 10:43 AM  
 ORDER NO. : 874523-020  
 CUSTOMER NO: 7226062  
 CUSTOMER: Ms. Jennifer J. Hamlin  
 Ibenefits Holdings Inc.  
 Suite 1750  
 100 North Sepulveda Blvd.  
 El Segundo, CA 90245

FILED  
 00 NOV -3 AM 10:29  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FOREIGN FILINGS

000003451840--7

NAME: IBENEFITS HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO) *BJ*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight

EXT: 1156

*BR 11/3*

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 DEPARTMENT OF STATE  
 DIVISION OF REGISTRATION  
 00 NOV -2 AM 11:23  
 TO AGENCY FILE  
 SUFFICIENT / OF FILING

**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. iBENEFITS HOLDINGS, 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. 954693815  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/10/2000 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 N. SEPULVEDA BLVD., SUITE 1750 EL SEGUNDO, CA 90245  
(Principal office address)  
100 N. SEPULVEDA BLVD., SUITE 1750 EL SEGUNDO, CA 90245  
(Current mailing address)  
INSURANCE CONSULTING AND PROVIDING COMPREHENSIVE ENROLLMENT AND ADMINISTRATION OF EMPLOYEE BENEFIT PLANS.
8. \_\_\_\_\_  
(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: Corporation Service Company

Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (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

Bessie Hall

(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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

B. OFFICERS

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

14. BRIAN WONG, SECRETARY  
(Typed or printed name and capacity of person signing application)

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**Officers**  
Name Title State # Business Address Home Address  
Jeff Graves CEO 226-25-9825 100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245 34 Muirfield, Trabuco Canyon, CA 92679  
Tim Linnell CFO 573-47-0463 100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245 120 Loma Media Rd., Santa Barbara, CA 93103  
Richard Kishi SIO 043-62-0540 100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245 1 Alascadero, Irvine CA 92620  
Brian Wong CTO 571-33-9484 100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245  
Phil Hashway COO 039-28-0859 100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245

**Directors**  
Name Title Business Address Home Address  
Adam Mizel Member 54 Thompson Street, New York, NY 10012 174 Duane Street, Apt #3, New York, NY 10013  
Todd Springer Member 11150 Santa Monica Blvd., Suite 320, Los Angeles, CA 90025 1705 N. Rowell Ave., Manhattan Beach, CA 90266  
John Wiliczak Member 3223 Smith Street, Suite 100, Houston, TX 77006 1590 E. Mountain Drive, Montecito, CA 93108  
Bert Winemiller Member 54 Thompson Street, New York, NY 10012 101 Clinton St., #606, Hoboken, NJ 07030  
Phil Larson Member 535 Anton Blvd., Ninth Floor, Costa Mesa, CA 92626-7109 2402 Colony Plaza, Newport Beach, CA 92660  
Christopher Coulter Chairman

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IBENEFITS HOLDINGS, 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 2000.

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

FILED  
00 NOV -3 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0751873

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DATE: 10-24-00