

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****78.75 *****78.75

CORPORATION(S) NAME

Online Benefits, Inc.

- | | | |
|----------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <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"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 48 Hrs |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
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 Examiner _____
 Updater _____
 Verifier _____
 Acknowledgement _____
 W.P. Verifier _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -8 PM 3:10

RECEIVED
99 OCT -8 AM 11:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -8 PM 1:19

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. 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. NEW YORK

(State or country under the law of which it is incorporated)

3. 11-3391979

(FEI number, if applicable)

4. JULY 24, 1997

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 9-1-99

(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, NY 11590

(Current mailing address)

8. MARKET WEBSITES FOR EMPLOYEE BENEFITS COMMUNICATIONS
(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: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature)

Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: ALAN COHEN

Address: 1025 OLD COUNTRY RD., WESTBURY, NY 11590

Director: JOHN LEONEY

Vice Chairman: JOHN LEONEY

Address: 1025 OLD COUNTRY RD., WESTBURY, NY 11590

Director: THOMAS PENNELL

Address: 1025 OLD COUNTRY RD., WESTBURY, NY 11590

Director: _____

Address: _____

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

President: ALAN COHEN

Address: 1025 OLD COUNTRY RD, WESTBURY, NY 11590

Vice President: JOHN LEONEY

Address: 1025 OLD COUNTRY RD., WESTBURY, NY 11590

Secretary: JOHN E. DONAHUE

Address: 1025 OLD COUNTRY RD, WESTBURY, NY 11590

VP & CFO Treasurer: JOHN E. DONAHUE

Address: 1025 OLD COUNTRY RD. WESTBURY, NY 11590

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

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

14. JOHN E DONAHUE, VP - CFO
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
SIGN OF CORPORATIONS
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of ONLINE BENEFITS, INC. was filed on 07/24/1997, under the name of ACCESS TO INFORMATION, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment ACCESS TO INFORMATION, INC., changing name to ONLINE BENEFITS, INC., was filed 08/18/1997.



Witness my hand and the official seal of the Department of State at the City of Albany, this 05th day of October one thousand nine hundred and ninety-nine.

Special Deputy Secretary of State

FILED STATE SECRETARY OF CORPORATIONS
99 OCT -8 PM 1:19