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Document Number Only

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

DATE: 8/25

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-08/28/00--01030--012
*****35.00 *****35.00

Corporation(s) Name

Withdrawal

Online Benefits, Inc.

- Profit Amendment
- Nonprofit
- Foreign Dissolution
- LLC Withdrawal

- Limited Partnership UBR
- Reinstatement Fictitious Name
- UCC 1 or 3

***Special Instructions**

- Certified Copy Photocopies
- Arts/ameds/mergers Other-See Above

- Walk in Pick-up Will Wait

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 00 AUG 28 9M 3:00
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 TALLAHASSEE FLORIDA
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 00 AUG 28 11:50:55
 STATE OF FLORIDA
 TALLAHASSEE

Please Return Filed Stamped Copies To:

Jeffrey Butterfield

Thank You!

File First

8/28/00

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 28 PM 3:02

FILED

Online Benefits, Inc.

(Name of Corporation)

New York

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

333 Earle Ovington Road

(Mailing Address)

Uniondale, New York 11553

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

President

CEO

Title

Alan Cohen

Typed or printed name

August 17, 2000

Date