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DEPARTMENT OF CORPORATIONS
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DEPARTMENT OF STATE
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J. BRYAN SEP - 2 2004

CT CORPORATION

September 2, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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2004 SEP -2 PM 2:27
SECRETARY OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 6183121 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

NEA'S MEMBER BENEFITS CORPORATION (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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.

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DIVISION OF CORPORATIONS

1. NEA'S MEMBER BENEFITS CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 52-0855767
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 30, 1985 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. 900 Clopper Road, Suite 300, Gaithersburg, MD 20878-1356
(Principal office address)

Same as above
(Current mailing address)

8. To educate NEA's state and local association leaders about programs and services available to NEA members.
(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

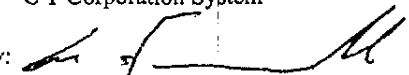
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: 
(Registered agent's signature)

Ailan Farnell, Vice President

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 business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: Lily Eskelson

Address: 1201 16th Street, NW

Washington, DC 20036

Vice Chairman: _____

Address: _____

Director: Dennis Van Roekel

Address: 1201 16th Street, NW

Washington, DC 20036

Director: Michael A. Butera

Address: 33 Knob Hill Drive

Madison, WI 53713

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Edward G. Phoebus

Address: 900 Clopper Road, Suite 300

Gaithersburg, MD 20878

Vice President: Gloria Christian

Address: 900 Clopper Road, Suite 300

Gaithersburg, MD 20878

Secretary: Ronald Mentzer

Address: 900 Clopper Road, Suite 300, Gaithersburg, MD 20878

Treasurer: Ronald Mentzer

Address: 900 Clopper Road, Suite 300, Gaithersburg, MD 20878

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

13. _____

Ronald C. Mentzer

(Signature of Director or Officer listed in number 12 of the application)

14. _____

RONALD C. MENTZER, SEC-TREAS.

(Typed or printed name and capacity of person signing application)

**Attachment to Application by Foreign Corporation for Authorization
To Transact Business in Florida – NEAS MEMBER BENEFITS CORPORATION**

Item 12 – Directors:

Director: Al Mance
Address: 801 Second Avenue, N.
Nashville, TN 37201-1099

Director: Jean Bankos
Address: Gambles Hill, 116 S. 3rd Street
Richmond, VA 23219

Director: Reg Weaver
Address: 1201 16th Street, NW
Washington, DC 20036

Director: William Bjork
Address: 725 26th Avenue, Suite 202
Fairbanks, AK 99701

Director: Marsha Zierk
Address: P.O. Box 548
Burlington, IL 60109

Director: Mary Washington
Address: 720 Hollier
Duson, LA 70529

Item 12 – Officers:

Vice President: Steven Levy
900 Clopper Road, Suite 300, Gaithersburg, MD 20878

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