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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

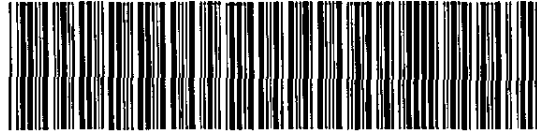
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED 06 JAN 10 2006

FILED
06 JAN -6 AM 8:37
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

T. Burch JAN 10 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CompBenefits Direct, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

| | | |
|--|---------------------------|---|
| <u>John Goodwin</u> | (Name of Person) | FILED 06 JAN -6 AM 8:37 DEPT. OF STATE TALLAHASSEE FLORIDA |
| <u>CompBenefits Direct, Inc.</u> | (Firm/Company) | |
| <u>100 Mansell Court E., Suite 400</u> | (Address) | |
| <u>Roswell, GA 30076</u> | (City/State and Zip code) | |

For further information concerning this matter, please call: 770.998.8936, ext. 8065

John Goodwin at (770) 998.8936, ext. 8065
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. CompBenefits Direct, Inc.
(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. 58-2228851
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/29/1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 100 Mansell Court E., Suite 400 Roswell, GA 30076
(Principal office address)

100 Mansell Court E., Suite 400 Roswell, GA 30076
(Current mailing address)

8. To establish, market, and administer dental plans of various types.
(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 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.

Mary R. Adams
(Registered agent's signature)

MARY R. ADAMS
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.

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

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kirk Rothrock

Address: 100 Mansell Court E., Suite 400
Roswell, GA 30076

Director: Bruce Mitchell

Address: 100 Mansell Court E., Suite 400
Roswell, GA30076

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Kirk Rothrock

Address: 100 Mansell Court E., Suite 400
Roswell, GA 30076

Vice President: _____

Address: _____

Secretary: Bruce Mitchell

Address: 100 Mansell Court E., Suite 400 Roswell, GA 30076

Treasurer: George Dunaway

Address: 100 Mansell Court E., Suite 400 Roswell, GA 30076

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

13. *Ramm*
(Signature of Director or Officer listed in number 12 of the application)

14. Bruce Mitchell, Secretary
(Typed or printed name and capacity of person signing application)

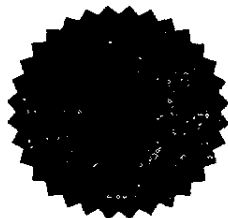
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPBENEFITS DIRECT, 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 FIFTH DAY OF DECEMBER, A.D. 2005.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4341269

DATE: 12-05-05