

F98000006421

DWYER, DYKES & THURSTON, L.C.  
ATTORNEYS AT LAW

D. MICHAEL DWYER\*  
GERALD W. DYKES  
THOMAS L. THURSTON

OF COUNSEL:  
NAOMI A. KAUFFMAN\*

\* Also admitted in Missouri

November 6, 1998

Florida Department of State  
Secretary of State - Corporations Division  
P.O. Box 6327  
Tallahassee, FL 32314

W98-25458

Re: FMH Benefit Services, Inc. - Authorization to do Business in Florida  
Our File No. 10756.002

200002684022--1  
-11/10/98--01025--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

I am enclosing the following documents to register the above-referenced corporation to do business in the state of Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida
2. Original Certificate of Status from the State of Kansas
3. A check in the amount of \$78.75 for the registration fee and for a Certificate of Status

Please return the Letter of Acknowledgment and Certificate of Status to this office in the enclosed return envelope\*. If you have any questions, please do not hesitate to contact me at the number below. Thank you for your assistance.

\* not enclosed

Very truly yours,

DWYER, DYKES & THURSTON, L.C.

*Linda A. Grantham*  
Linda A. Grantham  
Secretary to D. Michael Dwyer

hr 11/24  
98 NOV 24 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

/lag  
Enclosures  
cc: Mr. Scott E. Holland



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 12, 1998

LINDA A. GRANTHAM  
DWYER, DYKES & THURSTON, L.C.  
6750 WEST 93RD STREET, SUITE 230  
OVERLAND PARK, KS 66212-1465

SUBJECT: FMH BENEFIT SERVICES, INC.  
Ref. Number: W98000025458

We have received your document for FMH BENEFIT SERVICES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Your application did not include the second page. Attached is a blank second page for you to complete and return.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 298A00054582

DWYER, DYKES & THURSTON, L.C.  
ATTORNEYS AT LAW

D. MICHAEL DWYER\*  
GERALD W. DYKES  
THOMAS L. THURSTON

OF COUNSEL:  
NAOMI A. KAUFFMAN\*

\* Also admitted in Missouri

November 19, 1998

Florida Department of State  
Secretary of State - Corporations Division  
P.O. Box 6327  
Tallahassee, FL 32314

Re: FMH Benefit Services, Inc. - Authorization to do Business in Florida  
Ref. No. W98000025458  
Letter No. 298A00054582  
Our File No. 10756.002

Dear Sir or Madam:

I am enclosing the second page of FMH Benefit Services, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida, which was missing from our Application sent in November 6, 1998. As requested, I am also enclosing a copy of the letter sent from your office.

Please return the Letter of Acknowledgment and Certificate of Status to this office in the enclosed return envelope. If you have any questions, please do not hesitate to contact me at the number below. Thank you for your assistance.

Very truly yours,

DWYER, DYKES & THURSTON, L.C.



Linda A. Grantham  
Secretary to D. Michael Dwyer

/lag

Enclosures

cc: Mr. Scott E. Holland

# 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. FMH Benefit Services, 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. Kansas 3. 48-1178410  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 22, 1996 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Have not as yet  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Attn: Scott E. Holland  
7304 W. 130th, #200  
Overland Park, KS 66213  
(Current mailing address)
8. To engage in all businesses, specifically third party management of benefit services  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

9. Name and street address of Florida registered agent:

Name: GT Corporation Systems  
Office Address: 1200 S. Pine Island Rd.  
Plantation, Florida, 33324  
(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.*

See attached  
(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.

**ACCEPTANCE OF APPOINTMENT**

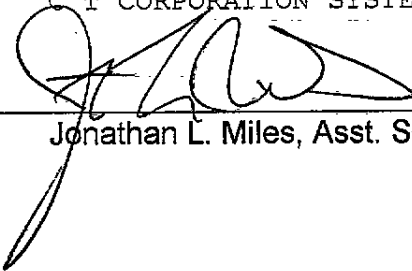
RE: FMH BENEFIT SERVICES INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 2, 1998

CORPORATION SYSTEM

BY



Jonathan L. Miles, Asst. Secretary

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FILED**

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: Joel Frisch

Address: 7304 W. 130th St., Suite 200  
Overland Park, KS 66225

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

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

Director: Scott E. Holland

Address: 7304 W. 130th St., Suite 200  
Overland Park, KS 66225

Director: George McDonnell

Address: 7304 W. 130th St., Suite 200  
Overland Park, KS 66225

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

President: George McDonnell

Address: 7304 W. 130th St., Suite 200  
Overland Park, KS 66225

Vice President: Scott E. Holland

Address: 7304 W. 130th St., Suite 200  
Overland Park, KS 66225

Secretary: Scott E. Holland

Address: 7304 W. 130th St., Suite 200  
Overland Park, KS 66225

Treasurer: Scott E. Holland

Address: 7304 W. 130th St., Suite 200  
Overland Park, KS 66225

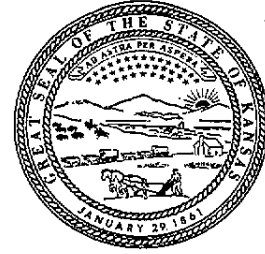
**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Scott E. Holland, Executive Vice President  
(Typed or printed name and capacity of person signing application)

# STATE OF KANSAS

OFFICE OF  
SECRETARY OF STATE  
RON THORNBURGH



To all to whom these presents shall come, Greeting

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

FMH BENEFIT SERVICES, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 7th day of February, A.D. 1996 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:  
I hereto set my hand and cause  
to be affixed my official seal.  
Done at the City of Topeka, this  
4th day of November, A.D. 1998



RON THORNBURGH  
SECRETARY OF STATE

98 NOV 24 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED