

m98000001384



October 27, 1998

Florida Department of State
Registration Section
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

300002674263--2
-10/28/98--01046--004
****285.00 ****285.00

Dear Sir or Madam:

According to your instructions for registering a foreign limited liability company, I have enclosed the following:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- Affidavit of Membership and Contributions of Foreign Limited Liability Company
- Certificate of Designation of Registered Agent/Registered Office
- Check for \$285 payable to the Florida Department of State covering filing and designation of registered agent fees

Should you need to contact me, please write to:

Hillary Nelson
THESCO Benefits, LLC
320 West 57th Street, 5th Floor
New York, NY 10019
Daytime Phone: (212) 603-0329

Name	10/30/98
Availability	Dec
Document	
Examiner	DCC
Updater	Sincerely, DCC
Updater	
Verifier	1/1/99 DCC
Acknowledgement	DCC
Hillary Nelson	
W. P. Verifier	DCC

Thank you for your attention to this matter.

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98 NOV 24 AM 11:32
F.H.O.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

m980000024649



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1998

HILLARY NELSON
THESCO BENEFITS, LLC
320 WEST 57TH STREET, 5TH FLOOR
NEW YORK, NY 10019

SUBJECT: THESCO BENEFITS, LLC
Ref. Number: W98000024649

We have received your document for THESCO BENEFITS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list Managers or Managing Members in section 8. Not Officers.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 798A00053216

*Called and advised that they had the wrong cert.
would be sending the right one.*

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. THESCO BENEFITS, LLC
(Name of foreign limited liability company)
2. NEW YORK
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-3921260
(FEI number, if applicable)
4. 12/9/96
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 3/21/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 320 West 57th Street, 5th Floor
New York, NY 10019
(Street address of principal office)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Richard J. Fleder	MGRM		
320 West 57th Street, 5th Floor			
New York, NY 10019			

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of THESCO
BENEFITS, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 750,000;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

RICHARD J. ELEDER

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: THESCO BENEFITS, LLC

2. The name and the Florida street address of the registered agent are:

CorpAmerica, Inc.

NAME

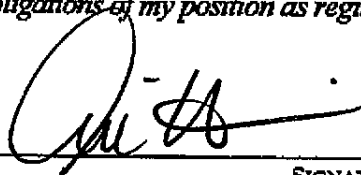
1525 South Andrews Avenue, Suite 216

Florida street address (P. O. Box NOT ACCEPTABLE)

Fort Lauderdale FL 33316

CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SIGNATURE

Alison Kochie/Asst. Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

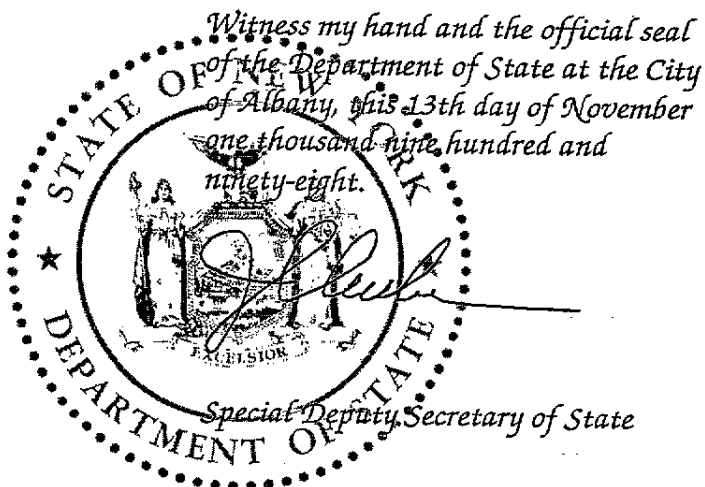
State of New York
Department of State | **ss:**

I hereby certify, that THESCO BENEFITS, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 12/09/1996, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of THESCO BENEFITS, LLC was filed on 03/10/1997.

A Certificate of Affidavit of Publication of THESCO BENEFITS, LLC was filed on 03/10/1997.

The limited liability company has filed proofs of publication under section 206 (c) of the Limited Liability Company Law.



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