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LEONARD, STREET AND DEINARD

PROFESSIONAL ASSOCIATION

May 2, 2000

Devra L. Lindgren

612-335-7069

devra.lindgren@leonard.com

00189-00644-00671

MJH

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

W-12451

100003243191--7

-05/08/00--01126--012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ladies and Gentlemen:

CC

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida, submitted on behalf of eBenX, Inc., a Minnesota corporation, together with a Certificate of Good Standing issued by the Minnesota Secretary of State.

Also enclosed is a check in the amount of \$78.75, which represents the applicable filing fee of \$70.00 and \$8.75 for the purchase of a certified copy of the filed Application.

Please return the certified copy of the filed Application to me in the enclosed postage-paid envelope. Feel free to call me if you have questions. Thank you.

Very truly yours,

LEONARD, STREET AND DEINARD  
Professional Association

*Devra L. Lindgren*

Devra L. Lindgren  
Paralegal

/dl

Enclosures

cc: Michael Lenzen  
Mark Dougherty

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front & back

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SECRET  
DIVISION OF CORPORATIONS

150 SOUTH FIFTH STREET SUITE 2300 MINNEAPOLIS, MINNESOTA 55402 TEL 612-335-1500 FAX 612-335-1657

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LAW OFFICES IN MINNEAPOLIS, SAINT PAUL AND MANKATO



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 11, 2000

DEVRA L. LINDGREN  
LEONARD, STREET AND DEINARD  
150 SOUTH FIFTH STREET, SUITE 2300  
MINNEAPOLIS, MN 55402

SUBJECT: EBENX, INC.  
Ref. Number: W00000012451

We have received your document for EBENX, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 900A00026578

*Michelle*

*Enclosed is the application corrected per this letter. The check was not returned so I assume you still have it. Thanks for your help.*

*Devra Lindgren  
612-335-7069*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**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. eBenX, 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. Minnesota 3. 41-1758843  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/7/93 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 605 North Highway 169, Suite LL  
Minneapolis, MN 55441-6465  
(Current mailing address)

8. Coordinates e-commerce, and in-person consultation, between employers and insurance  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)  
carriers, for the procurement of group health insurance.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip code)

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DIVISION OF CORPORATIONS  
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**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.*

CT Corporation System

Michele R. Justesen, Asst Secy.  
(Registered agent's signature)

Michele R Justesen, Asst Secy

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 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: See attachment

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

President: See attachment

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott P. Halstead, CFO

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

**eBenX, Inc.**  
**OFFICERS AND DIRECTORS**

**Officers**

Mark W. Teirney Chairman of the Board	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
John J. Davis President and Chief Executive Officer	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
Michael C. Bingham Sr. Vice Pres., Business Development	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
Scott P. Halstead, Vice President, Chief Financial Officer, Secretary	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
Martin P. Freshwater Sr. Vice Pres., Sales and Marketing	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
John J. Shade Chief Information Officer	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
Susan Busch Vice President, Communications	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
Karen M. Richardson Vice President and Practice Leader	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
Patrick McGuire Vice President, Online Solutions	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465

**Directors**

Paul V. Barber	12680 High Bluff Drive San Diego, CA 92130
Michael C. Bingham	605 North Highway 169, Suite LL Minneapolis, MN 55441-6465
James P. Bradley	8009 34 <sup>th</sup> Avenue South, 6 <sup>th</sup> Floor Bloomington, MN 55425
Daniel M. Cain	452 Fifth Avenue, 25 <sup>th</sup> Floor New York, NY

John J. Davis

605 North Highway 169, Suite LL  
Minneapolis, MN 55441-6465

William J. Geary

950 Winter Street, Suite 4600  
Waltham, MA 02451

John M. Nehra

1119 St. Paul Street  
Baltimore, MD 21202

Mark W. Tierney

605 North Highway 169, Suite LL  
Minneapolis, MN 55441-6465

State of Minnesota

# SECRETARY OF STATE

## Certificate of Good Standing

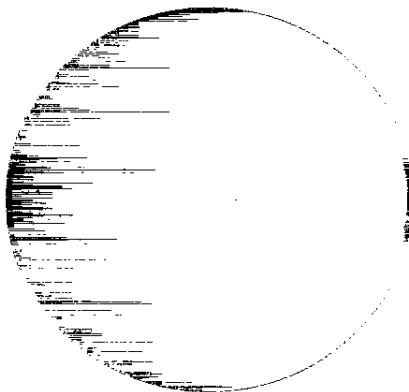
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: eBenX, Inc.

Date Formed: 09/07/1993

Chapter Governed By: 302A

This certificate has been issued on 04/26/00.



*Mary Kiffmeyer*  
Secretary of State.