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Tallahassee, FL 32301
850-222-1092

DATE: 8 / 28

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Corporation(s) Name

Online Benetres, Inc

☒ Profit
☐ Nonprofit
☒ Foreign
☐ LLC
☐ Amendment
☐ Merger
☐ Dissolution
☐ Mark
☐ Withdrawal

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3
☐ UER
☐ Fictitious Name
☐ Other
☐ Ch. RA

***Special Instructions**

☐ Certified Copy
☐ Photocopies
☐ CUS
☐ Parts/amends/mergers ☐ Other-See Above
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☒ Pick-up
☐ Will Wait

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Copies To:

Jeffrey Butterfield

Thank You!

File
Second

3/28/28

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

(Please see attached.)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

(Please see attached.)

President: _____

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. _____

Alan Cohen, President

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

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12 A-B. Names and addresses of officers and/or directors:

Directors

<i>Name</i>	<i>Address</i>
Alan Cohen	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590
John Gedney	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590
Thomas Pennell	Pennell Venture Partners 55 Broad Street, 11th Floor New York, NY 10004
Gerald M. Kirke	417 Locust Street Des Moines, IA 50309
Paul Gelburd	GE Capital Equity Investments, Inc. 100 California Street, 8th Floor San Francisco, CA 94111
Carl Webster	Firemark Insurance Fund III, L.P. 67 Park Place Morristown, NJ 07960

Officers

<i>Name</i>	<i>Title</i>	<i>Address</i>
Alan Cohen	Chief Executive Officer and President	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590
John Gedney	Executive Vice President	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590

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<i>Name</i>	<i>Title</i>	<i>Address</i>
John E. Donahue	Vice President, Chief Financial Officer and Secretary	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590
Moshe Molcho	Vice President, Engineering - CTO	Online Benefits, Inc. 1025 Old Country Road, Suite 202 Westbury, NY 11590

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONLINE BENEFITS, 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 FOURTEENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0496886

DATE: 06-14-00