

# F00000005619



**THE UNITED STATES CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 820755

AUTHORIZATION :

COST LIMIT : \$ 70.00

00 SEP 15 PM 3:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

7139998

ORDER DATE : September 5, 2000

ORDER TIME : 9:55 AM

ORDER NO. : 820755-005

CUSTOMER NO: 7139998

600003394216-4

CUSTOMER: Ms. Linda Hart  
Usi Holdings, Inc.  
50 California St.  
24th Floor  
San Francisco, CA 94111

FOREIGN FILINGS

NAME: CUSTOM BENEFIT PROGRAMS, INC.

XXXX QUALIFICATION (TYPE: CO)

3/2 10/6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED  
00 SEP 15 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
00 SEP 15 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 15, 2000

JANNA WILSON  
CSC  
TALLAHASSEE, FL

SUBJECT: CUSTOM BENEFIT PROGRAMS, INC.  
Ref. Number: W00000022678

We have received your document for CUSTOM BENEFIT PROGRAMS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 100A00048930

RECEIVED  
00 OCT -6 AM 10:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RESUBMIT**  
Please give original  
submission date as file date.

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00 SEP 15 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS  
(Please print or type)

I, the undersigned Ernest J. Newborn, # do hereby certify  
(Name)

that this Resolution of the Board of Directors of Custom Benefit  
Programs, Inc.  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of New Jersey

was duly adopted on October 4, 2000

Be it resolved, that Custom Benefit Programs, Inc.  
(Corporate Name)

organized and existing in the State of New Jersey, hereby adopts the name

CBP Technologies, INC. for use in Florida.

Dated: 10/4/00

Signature of either Chairman, Vice Chairman or any officer

Ernest J. Newborn, #  
Type or print Name

**TRANSMITTAL LETTER**

00 SEP 15 PM 3:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Custom Benefit Programs, 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:

Linda D. Hart  
(Name of Person)

USI Insurance Services Corp.  
(Firm/Company)

50 California St., 24th Fl.  
(Address)

San Francisco, CA 94111  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Linda Hart at ( 415 ) 263-2161  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien 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*

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TALLAHASSEE, FLORIDA

1. Custom Benefit Programs, 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. New Jersey 3. 22-3325321  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/22/94 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 9/1/00  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. C/O USI Insurance Services Corp  
50 California Street, 24th Fl., San Francisco, CA 94111  
(Current mailing address)

8. To provide insurance related services (brokers/tpa)  
(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 or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.*

Corporation Service Company  
By: [Signature], Asst. Vice President  
(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.

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: Douglas J. Rubinstein

Address: 95 Glastonbury Blvd.

Glastonbury CT 06033

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

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

Director: Ernest J. Newborn, II

Address: 50 California St., 24th Fl.

San Francisco, CA 94111

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

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

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

President: Gregory Morano

Address: 150 N. 2nd St.

Hammonton, NJ 08037

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

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

Secretary: Ernest J. Newborn, II

Address: 50 California Street, 24th Fl.

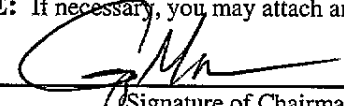
San Francisco, CA 94111

Treasurer: Michael L. Pautler

Address: 50 California St., 24th Fl.

San Francisco, CA 94111

**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. Gregory Morano, President

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

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

CUSTOM BENEFIT PROGRAMS, INC.  
With the Previous or Alternate Name  
CBP TECHNOLOGIES

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00 SEP 15 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Profit Corporation was  
registered by this office on September 22, 1994.*

*As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.*

*I further certify that the registered agent and  
registered office are:*

*Corporation Service Company  
830 Bear Tavern Rd  
Trenton, NJ 08628*

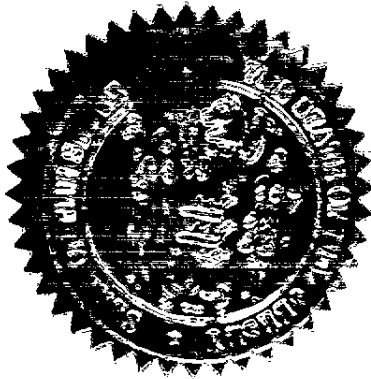
*Continued on next page . . .*

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

CUSTOM BENEFIT PROGRAMS, INC.  
With the Previous or Alternate Name  
CBP TECHNOLOGIES

FILED  
00 SEP 15 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
12th day of September, 2000



*Roland M Machold*

Roland M Machold  
Treasurer