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ACCOUNT NO. : 072100000032

REFERENCE : 874523 7226062

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : October 24, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 874523-020

CUSTOMER NO: 7226062

CUSTOMER: Ms. Jennifer J. Hamlin
Ibenefits Holdings Inc.
Suite 1750
100 North Sepulveda Blvd.
El Segundo, CA 90245

FILED
00 NOV -3 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

000003451840--7

NAME: IBENEFITS HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight

EXT: 1156

RECEIVED
DIVISION OF CORPORATIONS
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SUFFICIENT / OF FILING
TO ACKNOWLEDGE

**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. iBENEFITS HOLDINGS, 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. DELAWARE 3. 954693815
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/10/2000 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 N. SEPULVEDA BLVD., SUITE 1750 EL SEGUNDO, CA 90245
(Principal office address)
100 N. SEPULVEDA BLVD., SUITE 1750 EL SEGUNDO, CA 90245
(Current mailing address)
INSURANCE CONSULTING AND PROVIDING COMPREHENSIVE ENROLLMENT AND ADMINISTRATION
OF EMPLOYEE BENEFIT PLANS.
8. _____
(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
(City) (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

Bessie Hall

(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.

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SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE

B. OFFICERS

President: See attached officers/directors rider

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. Brian K Wong

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

14. BRIAN WONG, SECRETARY

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

Officers

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Name	Title	SS#	Business Address	Home Address
Jeff Graves	CEO	226-25-9825	100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245	34 Muirfield, Trabuco Canyon, CA 92679
Tim Linn	CEO	573-47-0463	100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245	120 Loma Media Rd., Santa Barbara, CA 93103
Richard Kish	CEO	043-62-0540	100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245	1 Alascadero, Irvine CA 92620
Brian Wong	CTO	571-33-9484	100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245	
Phil Hashway	COO	039-28-0859	100 N. Sepulveda Blvd., Suite 1750, El Segundo, CA 90245	

Directors

Name	Title	Business Address	Home Address
Adam Mizel	Member	54 Thompson Street, New York, NY 10012	174 Duane Street, Apt #3, New York, NY 10013
Todd Springer	Member	11150 Santa Monica Blvd., Suite 320, Los Angeles, CA 90025	1705 N. Rowell Ave., Manhattan Beach, CA 90266
John Wilczak	Member		1590 E. Mountain Drive, Montecito, CA 93108
Bert Winemiller	Member	3223 Smith Street, Suite 100, Houston, TX 77006	101 Clinton St., #606, Hoboken, NJ 07030
Phil Larson	Member	54 Thompson Street, New York, NY 10012	2402 Colony Plaza, Newport Beach, CA 92660
Christopher Coulter	Chairman	535 Anton Blvd., Ninth Floor, Costa Mesa, CA 92626-7109	

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IBENEFITS HOLDINGS, 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 NOV -3 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0751873

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DATE: 10-24-00