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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BenefitNation, 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:

Zachary N. Wittenberg
(Name of Person)

BenefitNation, Inc.
(Firm/Company)

8000 Towers Crescent Court, #1350
(Address)

Vienna, VA 22182
(City/State and Zip code)

For further information concerning this matter, please call:

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-02/26/01--01099--014
*****78.75 *****78.75

Zachary N. Wittenberg at (703) 760-7889
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

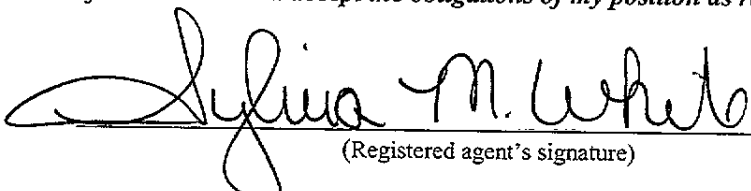
- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

FILED
00 FEB 26 AM 1:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Yntn
2/27

**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. BenefitNation, 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. 54-1973893
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 21, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 12, 2001
(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. 8000 Crescent Court, #1350, Vienna, VA 22182
(Principal office address)
8000 Crescent Court, #1350, Vienna, VA 22182
(Current mailing address)
8. BenefitNation, Inc. is a technology and services company providing a variety of
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) publishing related services.
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.

(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Director

~~XXXXXXXX~~ William B. Reulin

Address: 8000 Crescent Towers Court, #1350, Vienna, VA 22182

Director

~~XXXXXXXX~~ David Kasparian

Address: 45 Eisenhower Avenue, Paramus, NJ 07652

Director: Robert J. Sorrentino

Address: 1540 Broadway, New York, NY 10036

Director: Peter Schmitz

Address: 28210 N. Stanford Avenue, Valencia, CA 91355

B. OFFICERS

President: William B. Reulin

Address: 8000 Towers Crescent Court, #1350, Vienna, VA 22182

Vice President: Zachary N. Wittenberg

Address: 8000 Towers Crescent Court, #1350, Vienna, VA 22182

Secretary: Mike Donohue

Address: 8000 Towers Crescent Court, #1350, Vienna, VA 22182

Treasurer: William B. Reulin

Address: 8000 Towers Crescent Court, #1350, Vienna, VA 22182

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TALLAHASSEE, FLORIDA

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

13. Zachary N. Wittenberg
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Zachary N. Wittenberg - VP Strategic Relations
(Typed or printed name and capacity of person signing application)

Foreign Corporation Addendum for BenefitNation, Inc.

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

Director: Ralf Bierfischer

Address: Carl-Bertelsmann-Strasse 270, 33311 Gutersloh, Germany

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BENEFITNATION, 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 SEVENTH DAY OF FEBRUARY, A.D. 2001.

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

FILED
00 FEB 26 AM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0959808

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DATE: 02-07-01