

F01000002528

CORPORATION(S) NAME

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SBLI USA Diversified Services Company, Inc.

300004193213--5

05/10/01 01059--009

*****78.75 *****78.75

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|---|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | |

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 TALLAHASSEE, FLORIDA

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

5/10/01

(T)

Order#: 4303801
 Ref#: _____
 Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

NR 5/10

**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. SBLI USA Diversified Services Company, 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. 134133465
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 07/28/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10/01/2001
(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. 460 West 34th Street, Suite 800, New York, NY 10001-2320
(Principal office address)

same
(Current mailing address)

Distributing special discount services in a savers club for enrolled members.

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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: *Carrie Brown*
(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

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE

B. OFFICERS

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

14. Armen Bodossian, Vice President
(Typed or printed name and capacity of person signing application)

**OFFICERS AND DIRECTORS OF SBLI USA
DIVERSIFIED SERVICES COMPANY, INC.**

The address for each of these officers and directors is 460 West 34th Street, Suite 800,
New York, NY 10001-2320.

Vikki L. Pryor	President, CEO and Director
Dennis M. W. McIntosh	Executive Vice President, Treasurer, CFO and Director
Kerry Y. Tucker	Executive Vice President-Administration, Assistant Secretary and Director
M. Nasim Ali	Executive Vice President-Sales and Marketing and Director
Armen Bodossian	Vice President-Controller

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SBLI USA DIVERSIFIED SERVICES COMPANY, 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 EIGHTH DAY OF MAY, A.D. 2001.

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.

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01 MAY 10 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3254497 8300

AUTHENTICATION: 1120271

010220109

DATE: 05-08-01