

CORPORATE
ACCESS,
INC.

FOI 000003443

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILING

Foreign

1.) Benefit Point, Inc.
(CORPORATE NAME & DOCUMENT #)

500004449995--7
-06/28/01--01073--017
*****8.75 *****8.75

2.)
(CORPORATE NAME & DOCUMENT #)

500004449995--7
-06/28/01--01073--018
*****87.50 *****87.50

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

FOI-3443
OK

SPECIAL INSTRUCTIONS

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 28 AM 11:14
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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. Benefit Point 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
(State or country under the law of which it is incorporated)
3. 94-3322135
(FEI number, if applicable)
4. October 27, 1998
(Date of incorporation)
5. Perpetual
(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. 4 Embarcadero Ctr. 19th Floor, San Francisco, CA 94111
(Principal office address)
- same as above
(Current mailing address)
8. E-commerce insurance services
(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: NRAT Services, Inc.
Office Address: 5216 E. Dink Ave.
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.
National Registered Agents, Inc
Donna Edson Assistant Secretary
(Registered agent's signature) (see attached)
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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12 Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached viden

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: see attached viden

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. Amy B. Steadman

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

14. Amy Steadman Assistant Secretary

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

BenefitPoint, Inc.

**Names and Addresses of Officers and Directors
May 22, 2001**

Directors

Mark A. Pulido, Chairman of the Board
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Tom Stephenson
Sequoia Capital VIII
3000 Sand Hill Road
Bldg. 4, Suite 280
Menlo Park, CA 94025

Kurt deGrosz
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Sam Colella
Institutional Vennure Partners
3000 Sand Hill Road,
Bldg. 2, Suite 290
Menlo Park, CA 94025

Brian W. Bair
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Officers

Mark A. Pulido
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Chief Executive Officer, President

Emil Erickson
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Chief Financial Officer

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Kurt deGrosz
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Vice President, Co-Founder

John Randazzo
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Vice President

Brian W. Bair
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Vice President, Co-Founder

Erik Stenson
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Vice President Broker Sales

John Scatterday
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Vice President Carrier Sales

Jonna Kurucz
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Vice President National Accounts

James Alexander
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Vice President Product Development

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Ralph Gowen
BenefitPoint, Inc.
Four Embarcadero Ctr.
19th Floor
San Francisco, CA 94111

Vice President Services

Craig Johnson
Venture Law Group
2800 Sand Hill Road
Menlo Park, CA 94025

Secretary

Thomas H. Tobiason
Venture Law Group
2800 Sand Hill Road
Menlo Park, CA 94025

Assistant Secretary

Stephen J. Venuto
Venture Law Group
2800 Sand Hill Road
Menlo Park, CA 94025

Assistant Secretary

Amy Steadman
Four Embarcadero Center
19th Floor
San Francisco, CA 94111

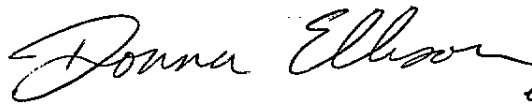
Assistant Secretary

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TALLAHASSEE, FLORIDA

Registered Agent's Acceptance

Having been named as registered agent and to accept service of process for BenefitPoint, Inc. at the place designated in Application By Foreign Corporation For Authorization To Transact Business In Florida , I, Donna Ellison, as Assistant Secretary for National Registered Agents, Inc., 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.

National Registered Agents, Inc.



Donna Ellison, Assistant Secretary

6-27-01

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TALLAHASSEE, FLORIDA

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State of Delaware
Office of the Secretary of State

PAGE 1

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BENEFITPOINT, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1998.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1215175

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DATE: 06-27-01