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FILED
MAY 22 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 587885

AUTHORIZATION : Patricia Nicozisin

COST LIMIT : \$ 70.00

ORDER DATE : May 20, 2002

ORDER TIME : 11:59 AM

ORDER NO. : 587885-010

CUSTOMER NO: 4304524

400005597944-3

CUSTOMER: Ms. Demetra A. Nicozisin
Sonnenschein Nath & Rosenthal
8000 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

FOREIGN FILINGS

NAME: MY SMART BENEFITS, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

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TALLAHASSEE, FLORIDA

**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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1. My Smart Benefits, 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. 30-0066284

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. April 9, 2002

(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. 5265 Hohman Avenue, 4th Floor, Hammond, Indiana 46320

(Principal office address)

P.O. Box 489, Hammond, Indiana 46325

(Current mailing address)

Third party administrator of self-funded 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

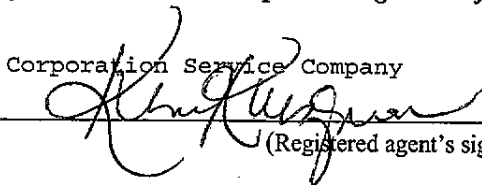
(City)

(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



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

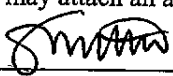
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Jonathan E. Hogge, President
(Typed or printed name and capacity of person signing application)

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**OFFICERS/DIRECTORS RIDER of
MY SMART BENEFITS, INC.**

Title	Name	Address
Director	Jonathan E. Hogge	5265 Hohman Avenue, 4 th Floor Hammond, Indiana 46320
Director	Amy J. Wadas-Hogge	5265 Hohman Avenue, 4 th Floor Hammond, Indiana 46320
Director	Jack M. Lait	5265 Hohman Avenue, 4 th Floor Hammond, Indiana 46320
Director	Barbara J. Etter	5265 Hohman Avenue, 4 th Floor Hammond, Indiana 46320
President, CEO	Jonathan E. Hogge	5265 Hohman Avenue, 4 th Floor Hammond, Indiana 46320
Executive Vice President, Secretary, Treasurer	Amy J. Wadas-Hogge	5265 Hohman Avenue, 4 th Floor Hammond, Indiana 46320
Vice President	Jack M. Lait	5265 Hohman Avenue, 4 th Floor Hammond, Indiana 46320
Vice President	Barbara J. Etter	5265 Hohman Avenue, 4 th Floor Hammond, Indiana 46320

Delaware

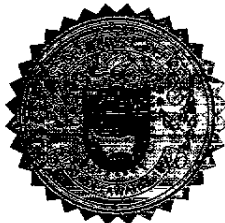
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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MY SMART BENEFITS, 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 TWENTIETH DAY OF MAY, A.D. 2002.

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



3511957 8300

020321173

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1786272

DATE: 05-20-02