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(Requestor's Name)

(Address)

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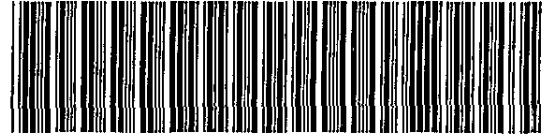
(Business Entity Name)

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TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

Subject: CONFEDERATED EMPLOYERS & BENEFITS COMPANY, 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:

CHRISTOPHER L. GILLESPIE
(Name of Person)

HENDRICKS & GILLESPIE, P.C.
(Firm/Company)

3125 INDEPENDENCE DRIVE, SUITE 101
(Address)

HOMEWOOD, ALABAMA 35209
(City/State and Zip code)

For further information concerning this matter, please call:

CHRISTOPHER L. GILLESPIE at 205-871-1212
(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

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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. CONFEDERATED EMPLOYERS & BENEFITS 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. ALABAMA, UNITED STATES (State or country under the law of which it is incorporated) 3. 63-1116312 (FEI number, if applicable)

4. APRIL 11, 1994 (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. 600 VESTAVIA PARKWAY, SUITE 160, BIRMINGHAM, ALABAMA 35216 (Principal office address)

(SAME AS ABOVE) (Current mailing address)

8. TO ENGAGE IN THE BUSINESS OF PROVIDING EMPLOYEE LEASING 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: BUSINESS FILINGS INCORPORATED

Office Address: 1000 WEST AVENUE, SUITE 1114

MIAMI BEACH, FLORIDA (City)

Florida 33139 (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.

[Handwritten signature]

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

A. DIRECTORS

Chairman: LEON R. GORMAN, JR.

Address: 1420 BRANCHWATER CIRCLE
BIRMINGHAM, ALABAMA 35216

Vice Chairman: RAYMOND L. FOUSHEE

Address: 2412 5TH PLACE NW
BIRMINGHAM, ALABAMA 35215

Director: RANDY GORMAN

Address: 3613 MOUNTAIN LANE
MOUNTAIN BROOK, ALABAMA 35213

Director: LARRY WHITEHEAD

Address: 2528 DOLLY RIDGE ROAD
BIRMINGHAM, ALABAMA 35243

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: RAYMOND L. FOUSHEE

Address: 2412 5TH PLACE NW
BIRMINGHAM, ALABAMA 35215

Vice President: VICKEY REASONOVER

Address: 3056 QUEENSTOWN ROAD
TRUSSVILLE, ALABAMA 35173

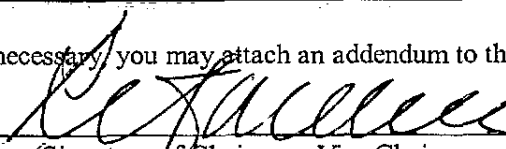
Secretary: VICKEY REASONOVER

Address: (SAME)

Treasurer: VICKEY REASONOVER

Address: (SAME)

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. RAYMOND L. FOUSHEE, PRESIDENT
(Typed or printed name and capacity of person signing application)

ADDENDUM OF ADDITIONAL DIRECTORS AND OFFICERS

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MIKE SEALS

Address: 4620 OLD LOONEY MILL ROAD

BIRMINGHAM, ALABAMA 35243

Director: _____

Address: _____

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B. OFFICERS

President: _____

Address: _____

Vice President: WAYNE DUTT

Address: 3425 COLLINGWOOD ROAD

HOOVER, ALABAMA 35226

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. RAYMOND L. FOUSHEE, PRESIDENT

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

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Confederated Employers & Benefits Company, Inc. incorporated in Jefferson County, Birmingham, Alabama on April 11, 1994. I further certify that the records do not disclose that said Confederated Employers & Benefits Company, Inc. has been dissolved.

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RECORDS AND DEPT. OF STATE
MONTGOMERY, ALABAMA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 4, 2002

Date

Jim Bennett
Jim Bennett

Secretary of State