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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
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M. Thomas AUG 30 2005

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05 AUG 29 PM 4:24

DIVISION OF CORPORATION

STATE
FAXED
FLORIDA

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FOREIGN PROFIT QUALIFICATION

Optimal Benefit Services, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

**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. Optimal Benefit Services, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 27-0127377

(FEI number, if applicable)

4. 07/07/2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 400 Field Drive, Lake Forest, IL 60045

(Principal office address)

same

(Current mailing address)

8. Initially, fixed 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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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: 

(Registered agent's signature)

James M. Halpin
Assistant Secretary

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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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. T. J. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. Timothy Moore, Secretary

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

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

**OPTIMAL BENEFIT SERVICE, INC.
DIRECTORS AND OFFICERS**

Board Of Directors

David M. McDonough, Chairman
400 Field Drive
Lake Forest, IL 60045

Julie Malida
400 Field Drive
Lake Forest, IL 60045

J. Brinke Marcuccilli
400 Field Drive
Lake Forest, IL 60045

Officers

David M. McDonough Chairman
400 Field Drive
Lake Forest, IL 60045

Julie Malida President
400 Field Drive
Lake Forest, IL 60045

J. Brinke Marcuccilli Treasurer
400 Field Drive
Lake Forest, IL 60045

Timothy Moore Secretary
400 Field Drive
Lake Forest, IL 60045

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

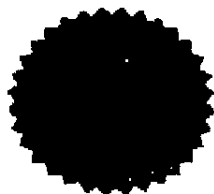
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTIMAL BENEFIT SERVICES, 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-SECOND DAY OF AUGUST, A.D. 2005.

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

3996528 8300

050691197



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4107571

DATE: 08-22-05

TOTAL P.06