

From:

Division of Corporations

11/29/2005 1:17:11 #113 P.001/005

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)295-0383

From:
Account Name : NATIONAL CORPORATE RESEARCH LTD.
Account Number : I20000000088
Phone : (800)221-0102
Fax Number : (212)564-6083

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Thanks!*

FOREIGN PROFIT QUALIFICATION

Health Benefits Direct Corporation

Certificate of Status	0
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Corporate Filing

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DIVISION OF CORPORATION

FILED
05 NOV 29 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From:

11/29/2005 17:17 #113 P.002/005

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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. Health Benefits Direct Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Int.," "Co.," or "Corp.")

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

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 21, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2900 Gateway Drive Pompano Beach FL 33069
(Principal office address)

2900 Gateway Drive Pompano Beach FL 33069
(Current mailing address)

8. Online marketing of health insurance products
(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: National Corporate Research, Ltd., Inc.
Office Address: 103 N. Meridian 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.

Ann Marie Cummins
(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: Alvin Clemens
Address: 2900 Gateway Drive
Pompano Beach FL 33069

Vice Chairman: _____
Address: _____

Director: Scott Prohman
Address: 2900 Gateway Drive
Pompano Beach FL 33069

Director: Charles Eless
Address: 2900 Gateway Drive
Pompano Beach FL 33069

B. OFFICERS

President: Charles Eless
Address: 2900 Gateway Drive
Pompano Beach FL 33069

Vice President: Daniel Brauser
Address: 2900 Gateway Drive
Pompano Beach FL 33069

Secretary: Daniel Brauser
Address: 2900 Gateway Drive
Pompano Beach FL 33069

Treasurer: Anthony Ford
Address: 2900 Gateway Drive
Pompano Beach FL 33069

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. Daniel Brauser Secretary
(Typed or printed name and capacity of person signing application)

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Health Benefits Direct Corporation – Officer/Director Addendum Sheet

Officers

Chief Executive Officer

Scott Frohman
2900 Gateway Drive
Pompano Beach, FL 33069

Chief Financial Officer

Anthony Verdi
2900 Gateway Drive
Pompano Beach, FL 33069

Directors

Paul Soltoff
2900 Gateway Drive
Pompano Beach, FL 33069

John Harrison
2900 Gateway Drive
Pompano Beach, FL 33069

Leon Brauser
2900 Gateway Drive
Pompano Beach, FL 33069

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTH BENEFITS DIRECT CORPORATION" 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-EIGHTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTH BENEFITS DIRECT CORPORATION" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2005.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4324224

050963524

DATE: 11-28-05

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