

To: FL Dept. of State
Subject: 000173.63240

From: Katie Wonsch

Thursday, February 8, 2007 8:49 AM Page: 1 of 4

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION

MEDNET BENEFITS GROUP, INC.

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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. MEDNET BENEFITS GROUP, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 25, 2003 5. Perpetual
(Date of incorporation) (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. 501 Shepherd Street, Winston Salem, NC 27103
(Principal office address)

501 Shepherd Street, Winston Salem, NC 27103
(Current mailing address)

The purpose of the corporation is to supply access to reduced rates on medical services through a network of providers contracted by
the company and any other lawful act or activity for which corporations are organized.

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 NOT acceptable)

Name: NRAI Services, Inc.

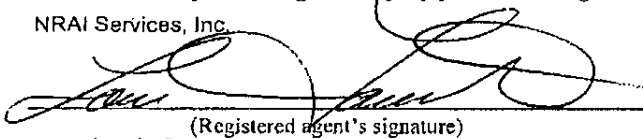
Office Address: 2731 Executive Park Dr., Ste 4

Weston, Florida 33331
(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.*

NRAI Services, Inc.



(Registered agent's signature)

Louie Tamantini, Vice President

11. Attached is a certificate of existence, only 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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Howard Cracower

Address: 4146 Bethesda Road

Stouffville, Ontario Canada L4A 7X5

Director: Edie Almasi

Address: 4146 Bethesda Road

Stouffville, Ontario Canada L4A 7X5

B. OFFICERS

President: Howard Cracower

Address: 4146 Bethesda Road

Stouffville, Ontario Canada L4A 7X5

Vice President: _____

Address: _____

Secretary: Edie Almasi

Address: 4146 Bethesda Road, Stouffville, Ontario Canada L4A 7X5

Treasurer: Edie Almasi

Address: 4146 Bethesda Road, Stouffville, Ontario Canada L4A 7X5

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

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

14. Howard Cracower, President/CEO
(Typed or printed name and capacity of person signing application)

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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 "MEDNET BENEFITS GROUP, 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 SEVENTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MEDNET BENEFITS GROUP, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5416292

DATE: 02-07-07
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