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TALLAHASSEE FLORIDA

MRS
9/29

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Empyrean Benefit Solutions, 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," or "Certificate of Good Standing" 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:

Debra Clark

Name of Person

Empyrean Benefit Solutions, Inc.

Firm/Company

2401 Fountain View, Suite 900

Address

Houston, TX 77057

City/State and Zip code

dclark@empyreanbenefits.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Debra Clark

Name of Person

at (281) 768-2910

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

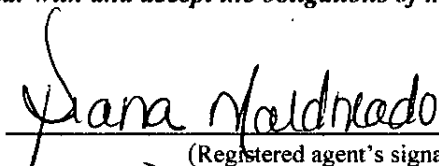
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Empyrean Benefit Solutions, 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. 20-3029813
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 21, 2005 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. 2401 Fountain View, Suite 900, Houston, TX 77057
(Principal office address)
- 2401 Fountain View, Suite 900, Houston, TX 77057
(Current mailing address)
8. Benefits Administration; employee to be hired in the state of Florida
(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 Drive, Suite 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.



(Registered agent's signature)

Diana Maldonado, Asst. Secy of NRAI

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: David A Carlson

Address: 2401 Fountain View, Suite 900, Houston, TX 77057

Vice Chairman: _____

Address: _____

Director: John Chadwick

Address: One Burton Hills Blvd, Suite 215, Nashville, TN 37215

Director: _____

Address: _____

B. OFFICERS

President: David A Carlson

Address: 2401 Fountain View, Suite 900, Houston, TX 77057

Vice President: _____

Address: _____

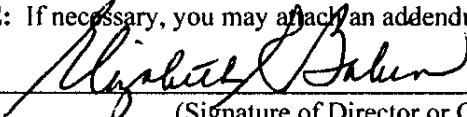
Secretary: Elizabeth R Babin

Address: 2401 Fountain View, Suite 900, Houston, TX 77057

Treasurer: _____

Address: _____

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

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

14. Elizabeth R Babin, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPYREAN BENEFIT SOLUTIONS, 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 SIXTEENTH DAY OF SEPTEMBER, A.D. 2010.


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TALLAHASSEE FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8232419

DATE: 09-16-10