

F95000001529

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

800001397928
-02/06/95--01016--003
*****78.75 *****78.75

SUBJECT: BENEFIT PLAN ADMINISTRATORS, INC.
(Name of corporation)

w95-2666

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:

MICHELE S. WEISS
(Name of Person)

BENEFIT PLAN ADMINISTRATORS, INC.
(Firm/Company)

ONE HUNTINGTON QUADRANGLE, SUITE 4N
(Address)

MELVILLE, NEW YORK 11747
(City, State and Zip Code)

HK 3/30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 30 AM 10:43

Should you need to call someone concerning this matter, please call:

MICHELE WEISS
(Name of Person)

at (516) 694-4900 x232
Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 6, 1995

MICHELE S. WEISS
1 HUNTINGTON QUADRANGLE, STE 4N
MELVILLE, NY 11747

SUBJECT: BENEFIT PLAN ADMINISTRATORS, INC.
Ref. Number: W95000002666

We have received your document for BENEFIT PLAN ADMINISTRATORS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

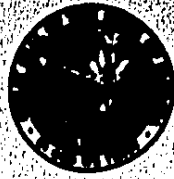
The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please complete the enclosed document & sign.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.



FLORIDA DEPARTMENT OF STATE

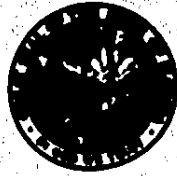
Sandra B. Mortham

**If you have any questions concerning the filing of your document, please call
(904) 487-6097.**

**Michael Mays
Corporate Specialist**

Letter Number: 895A00004956

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 6, 1995

MICHELE S. WEISS
1 HUNTINGTON QUADRANGLE, STE 4N
MELVILLE, NY 11747

SUBJECT: BENEFIT PLAN ADMINISTRATORS, INC.
Ref. Number: W95000002666

We have received your document for BENEFIT PLAN ADMINISTRATORS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2100.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

A corporate suffix does not make a difference in the name, you would need to insert a major word to make a difference. Example Benefit Plan Administrators Inc. of New York.

A photocopy of a certified copy is not acceptable.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 095A00009823

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Albert E. Isernio, do hereby certify
that this Resolution of the Board of Directors of Benefit Plan Administrators, Inc.,
a corporation duly organized and existing under the laws of the State of New York,
was duly adopted on March 23, 1995.

Resolved, that Benefit Plan Administrators, Inc., organized
and existing in the State of New York, hereby adopts the
name Benefit Plan Administrators, Inc. of New York for use in Florida.

:Dated: March 23, 1995



Signature of at least one director

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AFFIDAVIT


STATE OF NEW YORK)
) ss.:
COUNTY OF SUFFOLK)

Michael Agoglia, being duly sworn, deposes and says:

1. I am the Executive Vice President of Benefit Plan Administrators, Inc. ("BPA").

2. BPA submitted an application for authorization to transact business in Florida on or about March 1, 1995 (the "Application").

3. Erroneous information was listed on the Application. Specifically, BPA's activities in Florida prior to the day the Application was submitted did not constitute the transacting of business pursuant to Section 607.1501 of the Florida Statutes.



Michael Agoglia

Sworn to before me this
23rd day of March, 1995



Notary Public

lg1001\agoglia.aff

LUCILLE E. ROSENTHAL
Notary Public, State of New York
No. 30-4504716
Qualified in Nassau County
Commission Expires Sept. 30, 1995

95 MAR 30 AM 10:43

FILED
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DIVISION OF CORPORATIONS

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. BENEFIT PLAN ADMINISTRATORS, 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. NEW YORK

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

3. 11-2992225

(FEI number, if applicable)

4. NOVEMBER 8, 1989

(Date of incorporation)

5. PERPETUAL

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

6. JANUARY 1, 1992

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. ONE HUNTINGTON QUADRANGLE, SUITE 4N

MELVILLE, NEW YORK 11747

(Current mailing address)

8. THIRD PARTY ADMINISTRATOR

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Insurance Commissioner

Office Address: Capitol

Tallahassee

, Florida , 32399-0300

(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.

Insurance Commissioner

(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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SECRETARY OF STATE
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: ALBERT E. ISERNIO
Address: 242 BROOKVILLE LANE
OLD BROOKVILLE, NEW YORK 11545
Vice Chairman: _____
Address: _____
Director: STEPHEN R. FLEISCHER
Address: 303 EAST 43rd STREET, #16B
NEW YORK, NEW YORK 10017
Director: THOMAS ALTO
Address: 7 BOBOLINK LANE
NORTHPORT, NEW YORK 11768

B. OFFICERS

President: ALBERT E. ISERNIO
Address: 242 BROOKVILLE LANE
OLD BROOKVILLE, NEW YORK, 11545
Vice President: MICHAEL AGOLIA
Address: 12 RODNEY AVENUE
ISLIP TERRACE, NEW YORK 11754
Secretary: _____
Address: _____
SECRETARY/
Treasurer: STEPHEN R. FLEISCHER
Address: 303 EAST 43RD STREET, 16B
NEW YORK, NEW YORK 10017

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.

ALBERT E. ISERNIO, PRESIDENT

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

State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of BENEFIT PLAN ADMINISTRATORS, INC. was filed on 11/09/1999, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify that I find the following:

A Statement of Addresses and Directors was filed 12/30/1992.

A Statement of Addresses and Directors was filed 11/29/1993.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of March
one thousand nine hundred and
ninety-five.

Alexander F. Treachwell

Secretary of State

199503150038

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