

F95 0000002058

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-222-9171

904-222-0333 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 573941 86901P

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : April 7, 1995

ORDER TIME : 10:47 AM

ORDER NO. : 573941

CUSTOMER NO: 86901P

CUSTOMER: Ms. Ellen Melnick
Prentice Hall Legal &
66 Luckie Street
Suite 604
Atlanta, GA 30303

900001450779
-04/07/95--01061--006
*****122.50 *****122.50

W95-7574

FOREIGN FILINGS

NAME: CONSOLIDATED EMPLOYEE
BENEFITS, INC.

XX PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

DIVISION OF CORPORATION

95 APR -7 AM 11:33

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 7 PM 2:06

FILED

OFFICER'S CERTIFICATE

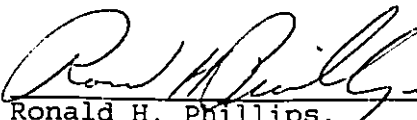
Ronald H. Phillips, Secretary of CONSOLIDATED EMPLOYEE BENEFITS, INC., a corporation duly organized under the laws of the State of Georgia (the "Corporation"), does hereby certify that the following is a true and correct copy of resolutions of the Board of Directors of the Corporation, adopted on April 24, 1995 by unanimous written consent.

"RESOLVED, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for corporate use in the State of Florida, the Corporation adopts the alternate name "CEB of Florida, Inc." for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act;

FURTHER RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to cause any and all required documents to be prepared, executed, and filed so that the Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause the Corporation to use the said alternate name in the transaction of business in the State of Florida;

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to take any and all actions, execute any and all documents, agreements and instruments, make any and all filings and expenditures and take any and all steps deemed by them to be necessary, desirable or appropriate in order to carry out the purpose and intent of and to consummate any of the actions contemplated by any of the foregoing resolutions in the name of and on behalf of the Corporation."

Dated this 24 day of April, 1995.


Ronald H. Phillips,
Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 7 PM 2:07

FILED



RECEIVED

FLORIDA DEPARTMENT OF STATE APR 27 11:45
Sandra B. Mortham
Secretary of State DIVISION OF CORPORATIONS

April 7, 1995

use file date

CSC NETWORKS

TALLAHASSEE, FL 32301

SUBJECT: CONSOLIDATED EMPLOYEE BENEFITS, INC.
Ref. Number: W9500007574

resubmit

We have received your document for CONSOLIDATED EMPLOYEE BENEFITS, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

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.

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

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 495A00016010

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. CONSOLIDATED EMPLOYEE BENEFITS, 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. GEORGIA
(State or country under the law of which it is incorporated)
3. 58-1863016
(FEI number, if applicable)
4. April 6, 1989
(Date of Incorporation)
5. perpetual
(Duration: Year, corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2300 West Park Place Boulevard, Suite 114
Stone Mountain, Georgia 30087
(Current mailing address)
8. Insurance Administration
(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: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida 32301
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.

The Prentice-Hall Corporation System, Inc.
By: Charles A. Coyle
(Registered agent's signature)
Charles A. Coyle - Assistant Secretary

FILED
95 APR 7 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 addresses of officers and/or directors:

A. DIRECTORS

Director: Sharon R. Steck
2422 Woodbridge Drive
Marietta, Georgia 30066

Director: William M. Phillips
2877 Temple Johnson Road
Snellville, Georgia 30278

Director: Ronald H. Phillips
3634 Graycliff Road
Lithonia, Georgia 30058


B. OFFICERS

President: Sharon R. Steck
2422 Woodbridge Drive
Marietta, Georgia 30066

Vice President: William M. Phillips
2877 Temple Johnson Road
Snellville, Georgia 30278

Secretary/
Treasurer: Ronald H. Phillips
3634 Graycliff Road
Lithonia, Georgia 30058

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Ronald H. Phillips, Secretary
(Typed or printed name and capacity of person signing application.)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950680274
CONTROL NUMBER : 8906978
DATE INC/AUTH/FILED: 04/06/1989
JURISDICTION : GEORGIA
PRINT DATE : 03/09/1995
FORM NUMBER : 211

ELLEN MELNICK
PRENTICE HALL LEGAL & FINANCIAL SERVICES
66 LUCKIE STREET, SUITE 604
ATLANTA GA 30303

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

CONSOLIDATED EMPLOYEE BENEFITS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland
MAX CLELAND
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 07 PM 2:02

FILED

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta