F95000003046

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

CORPORATION(S) NAME

100001521981
-06/23/95--01060--017
*****70.00 *****70.00

Health Benefit Services, Inc.

FILED

(x) Profit
( ) NonProfit
( ) Limited Liability Company
(x) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.
( ) Fictitious Name

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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 Benefit Services, 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. Delaware
(State or country under the law of which it is incorporated)

3. 94-2896108
(FEI number, if applicable)

4. June 30, 1994
(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 817.156, F.S.))

7. 2700 W. Plano Parkway, Plano, Texas 75075-8200
(Current mailing address)

8. See attached purpose clause
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

FILED

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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

Chairman: see attached list of directors

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: See attached list of officers

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer ______________________________

Address ______________________________

____

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. Thomas M. Comerford, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of Health Benefit Services, Inc.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and permitted under the Florida Business Corporation Act.

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Directors of
Health Benefit Services, Inc.

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1. John E. Fesperman
   2700 West Plano Parkway
   Plano, Texas 75075-8200

2. C. R. Lotter
   6501 Legacy Drive
   Plano, Texas 75024-1109

3. R. E. Northam
   6501 Legacy Drive
   Plano, Texas 75024-0006

4. Ted L. Spurlock
   6501 Legacy Drive
   Plano, Texas 75024-0007

5. G. E. Suiter
   2700 West Plano Parkway
   Plano, Texas 75075-8200

6. G. B. Walker, Jr.
   2700 West Plano Parkway
   Plano, Texas 75075-8200

7. F. A. Williams
   2700 West Plano Parkway
   Plano, Texas 75075-8200

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Officers of Health Benefit Services, Inc.

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1. Ted L. Spurlock, Chairman of the Board
6501 Legacy Drive
Plano, Texas 75024-0007

2. John E. Fesperman, Vice Chairman, Chief Executive Officer
2700 West Plano Parkway
Plano, Texas 75075-8200

3. F. A. Williams, President
2700 West Plano Parkway
Plano, Texas 75075-8200

4. G. E. Suiter, Executive Vice President
2700 West Plano Parkway
Plano, Texas 75075-8200

5. G. B. Walker, Jr., Executive Vice President
2700 West Plano Parkway
Plano, Texas 75075-8200

6. Rodney Carter, Senior Vice President, Treasurer
2700 West Plano Parkway
Plano, Texas 75075-8200

7. Donald B. Christensen, Senior Vice President, Controller
2700 West Plano Parkway
Plano, Texas 75075-8200

8. L. A. Nabours, Senior VP, Secretary and Counsel
2700 West Plano Parkway
Plano, Texas 75075-8200

9. L. K. Morris, VP, Regulatory Relations, & Assistant Secretary
2700 West Plano Parkway
Plano, Texas 75075-8200

10. K. J. Darling, Vice President
2700 W. Plano Parkway
Plano, Texas 75075-8200

11. S. E. Stewart, Vice President
2700 West Plano Parkway
Plano, Texas 75075-8200

12. Thomas M. Comerford, Assistant Secretary
6501 Legacy Drive

Plano, Texas 75024-1103

13. Jeffrey J. Vawrine ., Assistant Secretary
6501 Legacy Drive
Plano, Texas 75024-1103

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTH BENEFIT SERVICES, 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 TWENTY-SECOND DAY OF JUNE, A.D. 1995.

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

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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7548784

DATE: 06-22-95