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FAX

July 23, 1996

State of Florida
Department of State, Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Transmitting Foreign Corporation Registration Application for
Benefit Services, Inc. of Ohio, a foreign [Ohio] corporation

Gentlemen:

Please find enclosed for filing with the Florida, Dept. of State, Division of Corporations, the foreign registration Application documents identified below for the referenced foreign [Ohio] corporation along with a check drawn on its Ohio corporate account (#5210) in the amount of \$131.25 payable to "Florida Department of State" as directed..

1. "Transmittal Letter" [to Qualification/Tax Lien Section -- 1 page];
2. "Application by Foreign Corporation for Authorization to Transact Business in Florida" [2 pages];
3. "Resolution of Board of Directors" [1 page];
4. "Certificate of Good Standing" issued by Ohio's Secretary of State [1 page]; and,
5. Benefit Services, Inc.'s check #5210 for \$131.25 payable as directed.

Accordingly, please kindly file the registration Application documents as appropriate and forward a certified copy of such registration and "Certificate of Status" etc.. Of course, please call if you have any questions. Meanwhile, thank you for your courtesies and cooperation in this matter.

Very truly yours,



Verta L. Dallas
Paralegal

Enclosures: Foreign Registration Documents [5 pages plus check -- as identified]

Cc: Benefit Services, Inc. [Ohio], attn. Robert C. Frazier, Sr. [w/o encls.]
Benefit Services, Inc. of Ohio, a foreign corporation, attn. Daniel E. Gatzulis [w/o encls.]
File [w/ copies of all identified encls.]

100001907541
-07/30/96--01030--018
***131.25 ***131.25

96 JUL 30 AM 9:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
7/31

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BENEFIT SERVICES, INC., an Ohio Corporation
(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", 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:

Robert A. Miles, Esquire

(Name of Person)

Law Offices of Robert A. Miles

(Firm/Company)

7402 North 56th Street, Suite 475

(Address)

Tampa, FL 33617

(City/State/Zip)

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

Robert A. Miles

(Name of Person)

at (813) 985-0005
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 AM 9:48

I, the undersigned Robert C. Frazier, Sr.,, do hereby certify
that this Resolution of the Board of Directors of Benefit Services, Inc.,
an Ohio Corporation
a corporation duly organized and existing under the laws of the State of Ohio
was duly adopted on July 16, 1996.

Resolved, that Benefit Services, Inc.,, organized
and existing in the State of Ohio, hereby adopts the
name Benefit Services, Inc. of Ohio
for use in Florida.

Dated: (X) July 16, 1996

(X) Robert C. Frazier, Sr. Chairman
Signature of at least one director

**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:**

- FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 30 AM 9:48
1. Benefit Services, Inc., an Ohio Corporation
(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 natural person or partnership if not so contained in the name at present.)
 2. State of Ohio
(State or country under the law of which it is incorporated)
 3. 34-1785445
(FBI number, if applicable)
 4. December 1, 1992
(Date of Incorporation)
 5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
 6. N/A -- operations will commence upon or following foreign registration.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
 7. BENEFIT SERVICES, INC.
3636 Copley Road [P.O. Box 4138]
Copley, Summit County, Ohio 44321
(Current mailing address)
 8. To engage in any and all lawful acts or activities for which corporations may be formed under Ohio Rev. Code sections 1701.01 to 1701.98, inclusive, and for which Benefit Services, Inc., may engage**
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
****thereunder or as otherwise permitted by law, including Ch. 607, F.S..**
 9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Robert C, Frazier, Sr.

Office Address: 2950 North Beach Road, Unit A334

Englewood, Florida, 34223
(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.

ⓧ Robert C Frazier
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. **DIRECTORS** (Street address only- P. O. Box **NOT** acceptable)

Chairman: Robert C. Frazier, Sr., Chairman & Chief Financial Officer

Address: 2950 North Beach Road, Unit A334

Englewood, Florida 34223

Vice Chairman: Robert C. Frazier, Jr., Director & Vice President

Address: W 145-N 10184 Raintree Drive

Germantown, WI 53022

Director: William Camp, Director & Vice President

Address: 1405 Seneca Run

Amblar, PA 19002

Director: Richard Evans, Director & Vice President

Address: 5918 Fairfax Street NW

N. Canton, Ohio 44720

B. **OFFICERS** (Street address only- P. O. Box **NOT** acceptable)

President: Constance M. Frazier, Director & President

Address: 3286 Edington Road

Fairlawn, Ohio 34223

Vice President: Jerome Newbauer, Director & Executive Vice President

Address: 1479 Karl Drive

Akron, Ohio 44321

Secretary: Kathleen M. Frazier, Director & Secretary

Address: 4432 Ridgewood Road

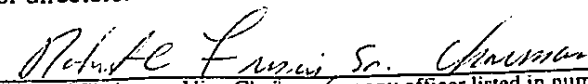
Akron, Ohio 44321

~~XXXXXX~~ John Spalten, Director & Vice President

Address: 2074 Beechtree Drive

Uniontown, Ohio 44685

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. Robert C. Frazier, Sr., as Chairman & CFO
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 30 AM 9:48

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 30 AM 9:16

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present Acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show ARTICLES OF INCORPORATION of BENEFIT SERVICES AGENCY OF OHIO, INC., an Ohio Corporation, Charter No. 832362, were filed December 1, 1992; Certificate of AMENDMENT changing its corporate title to: BENEFIT SERVICES, INC., was filed March 15, 1996, of the Records of Incorporation. THE FOREGOING STATEMENT CONSTITUTES A COMPLETE LIST OF ALL CHARTER DOCUMENTS ON FILE WITH THIS OFFICE. Said corporation, BENEFIT SERVICES, INC., an Ohio Corporation, Charter No. 832262, having its principal location in Copley, County of Summit, was incorporated on December 1, 1992, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio this
4th Day of June, A.D., 1996

Bob Taft

Bob Taft
Secretary of State