

F98000000915

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cypress Benefit Services, 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", 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:

Joseph T. Worsham 700002431627--8
02/16/98--01090--002
*****70.00 *****70.00
(Name of Person)
Cypress Benefit Services, Inc.
(Firm/Company)
9929 White Road
(Address)
Ocoee, FL 34761
(City/State/Zip)

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

Joseph Worsham at (407) 298-8894 or 298-5559
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 3:17

**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. Cypress 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. _____
(FEI number, if applicable)
4. September 29, 1997
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1998 when certificate of authority is issued
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9929 White Road
Ocoee, FL 34761
(Current mailing address)
8. Mutual Fund/Security Marketing Company
(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 or Mail Drop Box NOT acceptable)
Name: Joseph T. Worsham
Office Address: 9929 White Road
Ocoee, FL 34761, Florida, _____
(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)

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 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: Joseph T. Worsham

Address: 9929 White Road
Ocoee, FL 34761

Vice Chairman: Thomas M. Brinker

Address: One North Ormond Ave, Havertown, PA 19083

Director: Joseph Brinker

Address: one North Ormond Ave, Havertown, PA 19083

Director: George Henning

Address: 206 North Jackson St. Suite 201
Glendale, CA 91206

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

President: Joseph T. Worsham

Address: 9929 White Road, Ocoee FL 34761

Vice President: Joseph Brinker O

Address: One Ormond Ave, Havertown, PA 19083


Secretary: Joseph T. Worsham

Address: 9929 White Road, Ocoee FL 34761

Treasurer: Paul Henning

Address: 206 North Jackson St. Suite 201
Glendale, CA 91206

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)

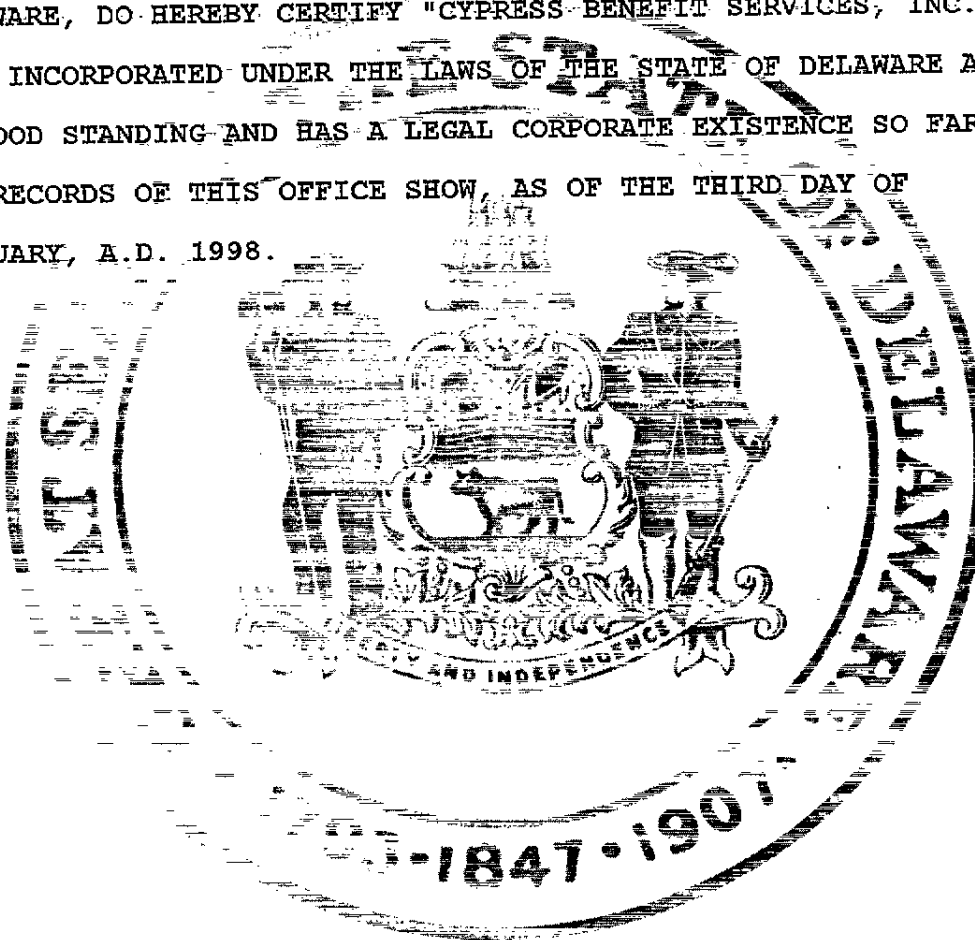
Joseph T Worsham, President, Secretary

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

State of Delaware
Office of the Secretary of State


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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYPRESS 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 THIRD DAY OF FEBRUARY, A.D. 1998.



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Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 8900549

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