

Document Number Only

F98000000937

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

100002433861--7  
-02/18/98--01033--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Fidelity Investments Employer Benefits Services Corp.

Profit  
 NonProfit  
 Limited Liability Co.  
 Foreign

Amendment  
 Merger  
 Dissolution/Withdrawal  
 Mark

Limited Partnership  
 Annual Report  
 Other UCC Filing  
 Reinstatement  
 Reservation  
 Change of R  
 Fic. Name

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W.P. Verifier

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**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. Fidelity Investments Employer Benefits Services Corp.  
(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. Massachusetts  
(State or country under the law of which it is incorporated)

3. 04-3326572  
(FEI number, if applicable)

4. August 26, 1996  
(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. 82 Devonshire Street N 7A, Boston, Massachusetts 02109  
  
(Current mailing address)

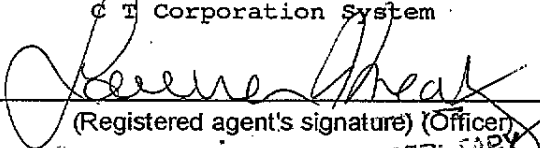
8. Administer Benefit Plans for Employers  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of  
Florida)

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)

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  
  
(Registered agent's signature) (Officer)  
SPECIAL ASST. SECRETARY  
(Type Name and Title of Officer)

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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: John A. Haslinger

Address: 82 Devonshire Street, N7A

Boston, MA 02109

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: John E. Ferris

Address: 82 Devonshire Street, N7A

Boston, MA 02109

Director: Clare S. Richer

Address: 82 Devonshire Street, N7A

Boston, MA 02109

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

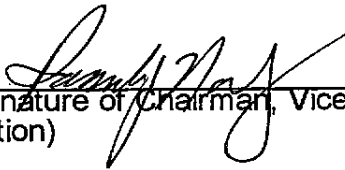
Address: \_\_\_\_\_

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. Pamela J. Norley, Assistant Clerk \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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

**Officers of  
Fidelity Investments Employer Benefits Services Corp.**

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1. John E. Ferris, President  
82 Devonshire Street N 7A  
Boston, Massachusetts 02109
2. Gary Greenstein, Treasurer  
82 Devonshire Street N 7A  
Boston, Massachusetts 02109
3. Jay Freedman, Clerk  
82 Devonshire Street N 7A  
Boston, Massachusetts 02109
4. Pamela J. Norley, Assistant Clerk  
82 Devonshire Street N 7A  
Boston, Massachusetts 02109

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*The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

**William Francis Galvin**  
Secretary of the  
Commonwealth

February 11, 1998

TO WHOM IT MAY CONCERN:

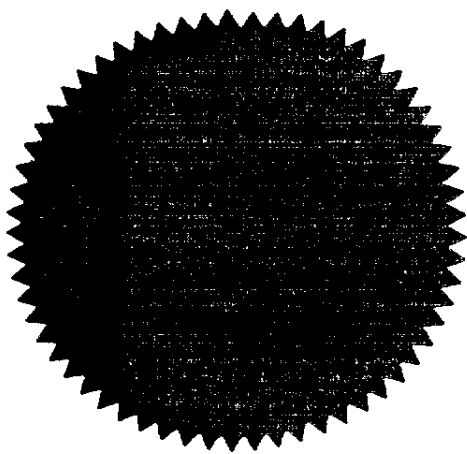
I hereby certify that according to the records of this office

**Fidelity Investments Employer Benefits Services Corp.**

is a domestic corporation organized on **August 14, 1996**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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In testimony of which,

I have hereunto affixed the

**Great Seal of the Commonwealth**

on the date first above written.

*William Francis Galvin*

**Secretary of the Commonwealth**

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\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.