

F980000002499
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CODA, 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:

Joel Williams
(Name of Person)
CODA, Inc.
(Firm/Company)
14528 South Outer 40 Road, Suite 200
(Address)
Chesterfield, MO 63017
(City/State/Zip)

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

000002480810--7
-04/07/98 --01040--003
*****70.00 *****70.00

W98-7733

Joel Williams at (314) 213-6700
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1998

JOEL WILLIAMS
CODA, INC.
14528 SOUTH OUTER 40 ROAD STE 200
CHESTERFIELD, MO 63017

SUBJECT: CODA, INC.
Ref. Number: W98000007733

We have received your document for CODA, INC. and your check(s) totaling \$70.00. 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 DOCUMENT 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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 598A00018416

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Michael A. Benoit, do hereby certify
that this Resolution of the Board of Directors of CODA, Inc.

a corporation duly organized and existing under the laws of the State of IOWA
 was duly adopted on December 28, 19 88.

Resolved, that CODA, Inc., organized
and existing in the State of IOWA, hereby adopts the
name CODA Insurance Solutions, Inc.
for use in Florida.

Dated: 4-28-58

W. H. Bernal
Signature of at least one director

DNHS19(3/95)

**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. CODA, 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. Iowa 3. 43-1506491
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/27/1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. -NA-
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 14528 South Outer 40 Road, Suite 200
Chesterfield, MO 63017
(Current mailing address)
8. Benefits Consulting
(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: CT Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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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.

Please see attached
(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.

ACCEPTANCE OF APPOINTMENT

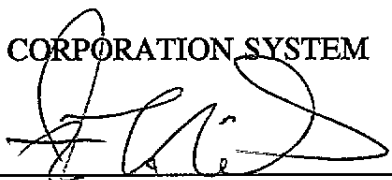
RE: CODA, INCORPORATED

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: April 1, 1998

C T CORPORATION SYSTEM

By


Jonathan L. Miles,
Assistant Secretary

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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: Please see attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Michael A. Benoit

Address: 8045 Park Drive

St Louis, MO 63117

Vice President: _____

Address: _____

Secretary: R. Jeffrey Davis

Address: 377 Oak Park Village Drive

Grover, MO 63040

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael A. Benoit

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

14. Michael A. Benoit - President, CODA, Inc.

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

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CODA, Inc. officers and directors:

Michael A. Benoit, President-CODA, Inc.
8045 Park Road
St. Louis, MO 63117

Kirke Dorweiler, President-KVI, Inc.
1776 West Lakes Parkway
West Des Moines, IA 50398

Steve Daniels, CFO
1776 West Lakes Parkway
West Des Moines, IA 50398

Steve Liston, Senior Vice President
1776 West Lakes Parkway
West Des Moines, IA 50398

R. Jeffrey Davis, Secretary
377 Oak Park Village Drive
Grover, MO 63040

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February 19, 1998
Corp. No.: 000196847
Ref. No.: 202122

IOWA

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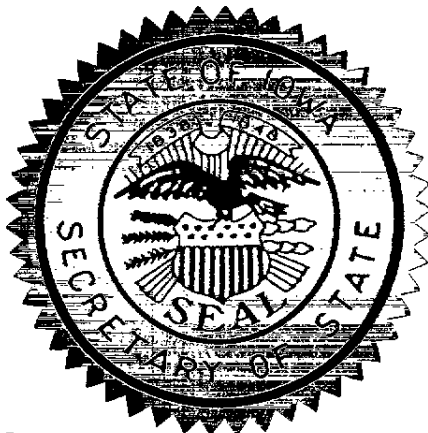
CODA, INCORPORATED
ATTN: CINDY PERKINS
14528 S OUTER FORTY RD
CHESTERFIELD MO 63017

CERTIFICATE OF EXISTENCE

Name CODA, INCORPORATED
Date 06/20/1996

I, PAUL D. PATE, secretary of the state of Iowa, custodian of records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, with perpetual duration, that all fees required by the Iowa Business Corporation Act have been paid by the corporation, that the most recent annual corporate report required by Iowa Code chapter 490 has been filed by the secretary of state, and that articles of dissolution have not been filed.

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A handwritten signature in cursive script that reads "Paul D. Pate".

SECRETARY OF STATE



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