

F980000002770

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Member Benefits, 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:

200002514192--8
-05/06/98--01123--002
*****70.00 *****70.00

Michael S. Walsh

(Name of Person)

Michael S. Walsh, P.C.

(Firm/Company)

11350 N. Meridian Street, Suite 420

(Address)

Carmel, IN 46032

(City/State/Zip)

W98-10339

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

Michael S. Walsh

(Name of Person)

at (317) 575-5700

(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

WLS/15
98 MAY 15 AM 9:44
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



PORTER, WRIGHT, MORRIS & ARTHUR

Attorneys & Counselors at Law

W. JEFFREY CECIL
941-436-2950
jcecil@porterwright.com

ALSO ADMITTED
OHIO

4501 Tamiami Trail North
Suite 400
Naples, Florida 34103-3013
Telephone: 941-263-8898
Facsimile: 941-436-2990
Nationwide: 800-876-7962

May 4, 1998

VIA CERTIFIED MAIL

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

Re: Member Benefits, Inc.

Ladies and Gentlemen:

Enclosed for filing are the following documents for the above corporation:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Transmittal Letter; and
3. Indiana Certificate of Existence

We are enclosing a check in the amount of \$70.00 for the filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in dark ink, appearing to read "W. Jeffrey Cecil", is written over a printed name.

W. Jeffrey Cecil

WJC:jh

Enclosures

cc: Michael S. Walsh

NAPLES/0077580.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1998

MICHAEL S. WALSH
MICHAEL S. WALSH, P.C.
11350 N. MERIDIAN STREET, SUITE 420
CARMEL, IN 46032

SUBJECT: MEMBER BENEFITS, INC.
Ref. Number: W98000010339

We have received your document for MEMBER BENEFITS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 998A00025293

MICHAEL S. WALSH, PROF. CORP.

11350 NORTH MERIDIAN STREET, SUITE 420

CARMEL, IN 46032

(317) 575-5700 & 575-5701

FAX: (317) 575-5704

May 11, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

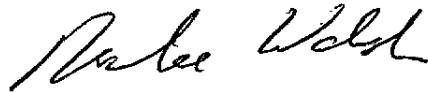
RE: Member Benefits, Inc.
Ref. Number W98000010339

Gentlemen:

Per your request, I enclose a copy of your May 7, 1998 letter and the Application By Foreign Corporation for Authorization to Transact Business in Florida with the appropriate completion of line # 6.

Sincerely,

MICHAEL S. WALSH, P.C.



Michael S. Walsh

MSW/rds

Enclosures

**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. Member Benefits, 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. Indiana 3. 35-2036578
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/18/97 5. perpetual
(Date of incorporation) (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 817.155, F.S.)
7. 8041 Knue Road
Indianapolis, IN 46250
(Current mailing address)
8. insurance
(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: Jeffrey Cecil, Esq.
Office Address: 4501 Tamiami Trail North, Ste. 400
Naples, Florida, 34103
(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.

W. Jeffrey Cecil
(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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TALLAHASSEE FLORIDA

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: Ivan Ekhaus

Address: 8041 Knue Road
Indianapolis, IN 46250

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Ivan Ekhaus

Address: 8041 Knue Road
Indianapolis, IN 46250

Vice President: _____

Address: _____

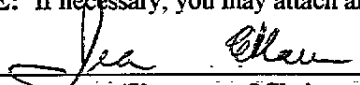
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Ivan Ekhaus, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

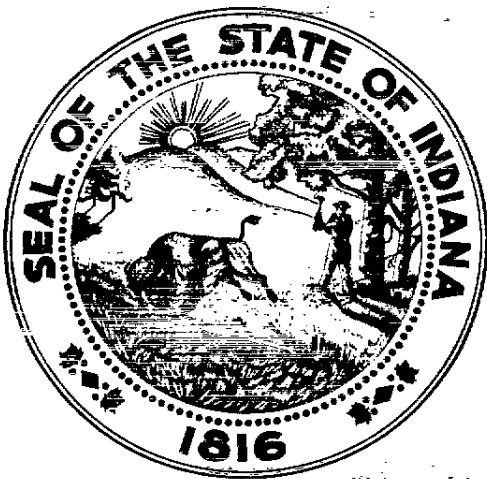
MEMBER BENEFITS, INC.

filed Articles of Incorporation on December 18, 1997, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is required to file such annual reports, and that Articles of Dissolution have not been filed.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-third day of April, 1998.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

K1
Deputy