

F98000005154
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WHOLESALE BENEFIT CONCEPTS, 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:

Sandra Pike
(Name of Person)
Wholesale Bnenfit Concepts, Inc.
(Firm/Company)
1717 W. Northern Ave. #200
(Address)
Phoenix, AZ 85021
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****70.00 *****70.00

Sandra Pike at (602) 395-5888
(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

9/14/98

**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. WHOLESALE BENEFIT CONCEPTS, 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. Arizona
(State or country under the law of which it is incorporated)
3. 86-0764217
(FEI number, if applicable)
4. May 10, 1994
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. When authority to do business is received.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1717 W. Northern Ave. #200
Phoenix, AZ 85021
(Current mailing address)
8. The corporation initially intends to engage in insurance and health related services,
(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: 660 E. Jefferson Street
Tallahassee, Florida, 32301
(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.
Yickie M. Prince
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark V. Mertel

Address: 1717 W. Northern Ave. #200 Phoenix, AZ 85021

Director: Miriam Mertel

Address: 1717 W. Northern Ave. #200 Phoenix, AZ 85021

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

President: Mark V. Mertel

Address: 1717 W. Northern Ave. #200
Phoenix, AZ 85021

Vice President: Mary Jo Randall

Address: 1717 W. Northern Ave. #200
Phoenix, AZ 85021

Secretary: Miriam Mertel

Address: 1717 W. Northern Ave. #200
Phoenix, AZ 85021

Treasurer: _____

Address: _____

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

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

14. Mary Jo Randall, Senior Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

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STATE
SECRETARY
TALLAHASSEE, FLORIDA

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****WHOLESALE BENEFIT CONCEPTS, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on July 11, 1994.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 25th day of August, 1998, A. D.



Jack Rose
Executive Secretary

BY *Michael R. Boyer*