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744613

900002927049--4
-07/09/99--01041--008
*****78.75 *****78.75

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Churchill Benefit Corporation

W99-15795

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

RUSH

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

STATE OF FLORIDA
TALLAHASSEE
99 JUL 26 PM 3:39

FILED
7/26

STATE OF FLORIDA
TALLAHASSEE
99 JUL 29 PM 10:29

RECEIVED

Ordered By: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 9, 1999

UCC FILING & SEARCH SERVICES

RUSH

*See attached
7/22/99*

SUBJECT: THE CHURCHILL BENEFIT CORPORATION
Ref. Number: W99000015795

We have received your document for THE CHURCHILL BENEFIT CORPORATION and your check(s) totaling \$78.75. 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00035604

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DIVISION OF CORPORATIONS
JUL 22 1999

99 JUL 22 PM 2:01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 22, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: FREEAGENT.COM
Ref. Number: W99000015795

*see
attached
corrected
7/24*

We have received your document for FREEAGENT.COM and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As noted in our previous letter, a copy of which is attached, your adopted name must contain a corporate suffix. Also, please complete the blank date line in the first paragraph of your resolution.

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: 799A00037627

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEED TODAY

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Richard McCann, do hereby certify that this Resolution of the Board of Directors of The Churchill Benefit Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on July 20, 1999.

Resolved, that The Churchill Benefit Corporation, organized and existing in the State of Delaware, hereby adopts the name FreeAgent.com^{Inc.} for use in Florida.

Dated: July 20, 1999



Name: Richard McCann
Title: Director

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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. The Churchill Benefit Corporation

(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. Applied for

(FEI number, if applicable)

4. June 4, 1999

(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 817.155, F.S.)

7. 733 Third Avenue, 17th Floor

New York, NY 10017

(Current mailing address)

8. To engage in any act or activity allowed by law.

(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:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

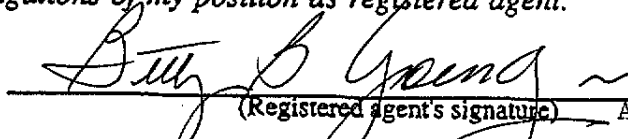
Office Address: 526 E. Park Avenue

Tallahassee

32301 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)

Assistant Secretary

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: Ari B. Horowitz

Address: 733 Third Avenue, 17th Floor
New York, NY 10017

Vice Chairman: _____

Address: _____

Director: Richard McCann

Address: 733 Third Avenue, 17th Floor
New York, NY 10017

Director: _____

Address: _____

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

President: Ari B. Horowitz

Address: 733 Third Avenue, 17th Floor
New York, NY 10017

Vice President: Richard McCann

Address: 733 Third Avenue, 17th Floor
New York, NY 10017

Secretary: Richard McCann

Address: 733 Third Avenue, 17th Floor
New York, NY 10017

Treasurer: Richard McCann

Address: 733 Third Avenue, 17th Floor
New York, NY 10017

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

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

14. Richard McCann VP
(Typed or printed name and capacity of person signing application)

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STATE
TALLAHASSEE
FLORIDA

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CHURCHILL BENEFIT CORPORATION" 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 FOURTEENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE CHURCHILL BENEFIT CORPORATION" WAS INCORPORATED ON THE FOURTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3052319 8300

AUTHENTICATION: 9803409

991238961

DATE: 06-14-99

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SECRETARY OF STATE
TALLAHASSEE FLORIDA