

L99000007554

Central Licensing Bureau

SUITE 550
PROSPECT BUILDING
1501 NORTH UNIVERSITY
LITTLE ROCK, ARKANSAS 72207

(501) 664-8044
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REVA FLETCHER
President

GENA BRADSHAW, FLMI
Vice President

November 2, 1999

Division of Corporations
Certificate Section
P.O. Box 6327
Tallahassee, FL 32314
ATTN: CERTIFICATION

900003036349--4
-11/05/99--01057--009
****125.00 ****125.00

Dear Sir/Madam:

Enclosed please find the necessary documents to qualify Voluntary Benefits Company of America, L.L.C. to do business in your state.

I trust this letter and the enclosed documents places in compliance with your state Statutes. However, if any further action is required, please do not hesitate to contact me.

Thank you for your consideration of this filing.

Sincerely,



Anthony Burton
Initial Licensing Division

AB/sg

Enclosure

ALI

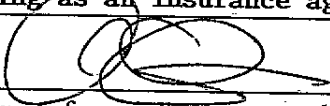
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DIVISION OF CORPORATIONS
99 NOV -5 PM 2:00

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Voluntary Benefits Company of America, L.L.C.
(Name of foreign limited liability company)
2. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4271589
(FEI number, if applicable)
4. December 31, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 820 N. Orleans St., Ste. 201
Chicago, IL 60610
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:
*** Please See Attached ***
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: In the business of
insurance, functioning as an insurance agency.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Alan S. Cashman, Manager
Typed or printed name of signee

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Voluntary Benefits Company of America, L.L.C.

Managers & Members Listing

Business address for all Managers & Members

820 N. Orleans Street, #201
Chicago, IL 60610

<u>Name</u>	<u>Title</u>	<u>SSN & FEIN</u>
Alan Cashman	President/Manager	531-56-2309
James Davidson	Vice President/Manager	337-48-5145
Charles Stepnowski	Secretary/Manager	048-30-5970
James Hunt	Treasurer/Manager	412-64-5910
Steven Davidson	Manager	321-38-6560
Employee Family	Member	06-1183983
Benefit Communications, Inc.	Member	62-1110266
EOI Service Company, Inc.	Member	36-3292468
Administrative Systems, Inc.	Member	91-1478519

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Voluntary Benefits Company of America, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

***** Please See Attached *****

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

ACCEPTANCE OF APPOINTMENT

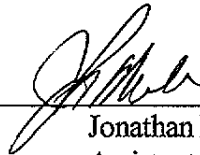
RE: **VOLUNTARY BENEFITS COMPANY OF AMERICA, L.L.C.**

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: October 29, 1999

C T CORPORATION SYSTEM

By



Jonathan L. Miles,
Assistant Secretary

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DIVISION OF CORPORATIONS
99 NOV -5 PM 2:00

File Number 0025038-4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

VOLUNTARY BENEFITS COMPANY OF AMERICA, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON DECEMBER 31, 1998,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.

*In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 18TH
day of OCTOBER A.D. 1999*



Jesse White

SECRETARY OF STATE