

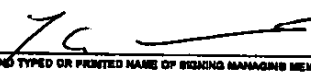


**2006 LIMITED LIABILITY COMPANY
REINSTATEMENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 MAR 17 AM 8:31

DOCUMENT # M0400004103		
1. Entity Name MERCER HEALTH & BENEFITS LLC		
Principal Place of Business 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036		Mailing Address 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036
2. Principal Place of Business		3. Mailing Address 121 RIVER STREET
Suite, Apt. #, etc.		Suite, Apt. #, etc. 5TH FL, TAX DEPT.
City & State		City & State HOBOKEN, NJ
Zip	Country	Zip Country 07030 USA
4. FEI Number 34-2015463		Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required		
6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324		7. Name and Address of New Registered Agent
Name		
Street Address (P.O. Box Number is Not Acceptable)		
City		FL Zip Code
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.		
SIGNATURE 	Melissa Fox Assistant Secretary	DATE 2/9/06
FILE NOW!! FEE IS \$100.00	In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.	Make check payable to Florida Department of State
9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGRM MERCER HUMAN RESOURCE CONSULTING, INC. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP 100069173471 03/31/06--01048--019 **100.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGRM MARSH USA INC. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.		
SIGNATURE: 		DATE 2/14/06
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE		Date Daytime Phone #

REINSTATEMENT 05-06

MERCER HEALTH & BENEFITS LLC
(Delaware)
Incorporated September 14, 2004

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Members:

Name

Mercer Human Resource Consulting, Inc.
FEIN: 13-2834414

Business Address

121 River Street
Hoboken, NJ 07030

Authorized Signatories:

All Officers & Directors of Mercer Human Resource Consulting, Inc.
(See Attached List)

MERCER HUMAN RESOURCE CONSULTING, INC.

(Delaware)

Incorporated July 9, 1975

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DIVISION OF CORPORATIONS

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Officers:

<u>Name</u>	<u>Title</u>	<u>Mailing Address</u>
Dean A. Connor	President/Director	1166 Avenue of the Americas New York, NY 10036
David L. Mayhew	Chief Financial Officer/ Director	121 River Street Hoboken, NJ 07030
Patricia M. Daniels	Chief HR Officer	1166 Avenue of the Americas New York, NY 10036
Edward F. Fenton, Jr.	Chief IT Officer	462 South Fourth Ave. Louisville, KY 40202
William C. Fagan	Secretary/Director	1166 Avenue of the Americas New York, NY 10036
Ziporah Janowski	Assistant Secretary	1166 Avenue of the Americas New York, NY 10036
Richard Sobel	Assistant Secretary	1166 Avenue of the Americas New York, NY 10036
David M. Goldenberg	Assistant Secretary	1166 Avenue of the Americas New York, NY 10036
Daniel L. Percella	Treasurer	121 River Street Hoboken, NJ 07030
Frank A. Cammaroto	Assistant Treasurer	121 River Street Hoboken, NJ 07030
Janice Hagan	Assistant Treasurer	121 River Street Hoboken, NJ 07030
Raymond A. Kottak	Assistant Treasurer	462 South Fourth Avenue Louisville, KY 40202
Jeffrey A. Knee	Assistant Treasurer	121 River Street Hoboken, NJ 07030
Thomas O'Keeffe	Assistant Treasurer	1166 Avenue of the Americas New York, NY 10036