

198000000 832
Westport Benefits

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -3 AM 10:16

Registration Section
Florida Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Enclosed please find our Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida.

Also enclosed is our check for \$258.75 for the filing fee and one certificate of status.
Another check for \$35 is enclosed for the fee for designation of registered agent.

If you have any questions, please call me at 402-697-9130.

Sincerely,

Sheila Hargreaves

Sheila Hargreaves
Executive Assistant

400002593704--2
-07/21/98--01026--002
****293.75 ****293.75

Name	
Availability	<i>MDH</i>
Document Examiner	<i>MDH</i>
Updater	<i>MDH</i>
Updater Verifier	<i>MDH</i>
Acknowledgement	<i>MDH</i>
W. P. Verifier	<i>MDH</i>

198-832
MDH

00789-00627-00643-00671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1998

SHEILA HARGREAVES
14441 DUPONT COURT, SUITE 103
OMAHA, NE 68144

SUBJECT: WESTPORT BENEFITS, L.L.C.
Ref. Number: W98000016546

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -3 AM 10:16

We have received your document for WESTPORT BENEFITS, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 898A00038603

**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. Westport Benefits, L.L.C.

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 06-1484926

(FEI number, if applicable)

4. 4-21-97

(Date of Organization)

5. 30 years

(Duration: Year limited liability company will cease to exist or "perpetual")

✓ 6. will be 8-1-98

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 120 Post Road West

Westport, CT 06880

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

John T. Brophy
120 Post Road West
Westport, CT 06880

MGRM

Sharon G. Brophy
120 Post Road West
Westport, CT 06880

MGRM

A. Michael Foley
14441 Dupont Court
Omaha, NE 68144

MGR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1998 AUG -3 AM 10:16

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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 "WESTPORT BENEFITS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JULY, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG - 3 AM 10:16



2742376 8300

981279060

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9206378

DATE: 07-20-98

**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:

Westport Benefits, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -3 AM 10:16

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.


(Signature)

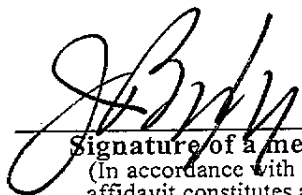
Kimberly D. Gilbertson, Asst. Secy.

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Westport
Benefits, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,500,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,500,000
(This total includes amounts from 2 and 3 above.)



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

John T. Brophy

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -3 AM 10:16

Filing Fee: \$250.00 for Application and Affidavit