

Division of Corporations

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Florida Department of State
Division of Corporations
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Enter the email address for this business entity to receive annual report mailings. Enter only one email address please.

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FLORIDA PROFIT/NON PROFIT CORPORATION
WageWorks - Fringe Benefits Management Company

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TALLAHASSEE, FLORIDA



November 22, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: WAGWORKS - FRINGE BENEFITS MANAGEMENT COMPANY
REF: W10000054447

We have received your document for WAGWORKS - FRINGE BENEFITS MANAGEMENT COMPANY and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears from the information given in your filing that the incorrect filing type was selected.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: E10000250893
Letter Number: 810A00027254



November 19, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: WAGEWORKS - FRINGE BENEFITS MANAGEMENT COMPANY
REF: W10000054447

We have received your document for WAGEWORKS - FRINGE BENEFITS MANAGEMENT COMPANY and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

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Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000250893
Letter Number: 810A00027254

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WAGeworks - FRINGE BENEFITS MANAGEMENT COMPANY

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: WageWorks - Fringe Benefits Management Company (the "Corporation").

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation shall be WageWorks, Inc., 1100 Park Place, 4th Floor, San Mateo, CA 94403.

ARTICLE III

Purpose and Duration

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue only one class of shares of stock, designated "Common Stock." The total number of shares of Common Stock which the Corporation is authorized to issue is One Thousand (1,000), \$0.01 par value per share.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of the Corporation shall be located at 1200 South Pine Island Road, Plantation, Florida 33324 and the initial registered agent of the Corporation at such office shall be CT Corporation System. The Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is Suzanne Bonotto, WageWorks, Inc., 1100 Park Place, 4th Floor, San Mateo, CA 94403.

ARTICLE VII

Bylaws

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE VIII

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

Dated this 17 day of November, 2010.


Suzanne Benotto, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, CT CORPORATION, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

Dated this 17 day of November, 2010.

CT CORPORATION SYSTEM

By: 

Name: NASEEM A. CONDE
Title: SPECIAL ASST. SECRETARY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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