2011 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P10000100894

Apr 21, 2011 Secretary of State

Entity Name: WAGEWORKS - FRINGE BENEFITS MANAGEMENT COMPANY

Current Principal Place of Business: New Principal Place of Business:

C/O WAGE WORKS, INC. 1100 PARK PLACE, 4TH FLOOR 1100 PARK PLACE 4TH FLOOR SAN MATEO, CA 94403

SAN MATEO, CA 94403

Current Mailing Address: New Mailing Address:

C/O WAGE WORKS, INC.

1100 PARK PLACE 4TH FLOOR
SAN MATEO, CA 94403

2250 BUTTERFIELD
SUITE 100
TROY, MI 48084

FEI Number: 45-1353057 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired (X)

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 US

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.

SIGNATURE:

Electronic Signature of Registered Agent Date

OFFICERS AND DIRECTORS:

Title: CFO

Name: GREEN, RICHARD T

Address: 1100 PARK PLACE, 4TH FLOOR City-St-Zip: SAN MATEO, CA 94403

Title: CEO

Name: JOSEPH, JACKSON L

Address: 1100 PARK PLACE, 4TH FLOOR City-St-Zip: SAN MATEO, CA 94403

Title: SVP

Name: MONTES, EDGAR O

Address: 1100 PARK PLACE, 4TH FLOOR City-St-Zip: SAN MATEO, CA 94403

Title: SEC.

Name: JACKSON, KIMBERLY L Address: 1100 PARK PLACE, 4TH FLOOR

City-St-Zip: SAN MATEO, CA 94403

Title: DIR.

Name: BERKELY, RICHARD M

Address: 500 EAST PRATT STUIE, SUITE 1200

City-St-Zip: BALTIMORE, MD 21202

Title: DIR

Name: BODAKEN, BRUCE G

Address: 50 BEALE STREET, 23RD FLOOR City-St-Zip: SAN FRANCISCO, CA 94105

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: KIMBERLY JACKSON SEC 04/21/2011