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ID Number: 113573



R1039 - 11/22/99 CT System Online

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY (To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

	teme		of Authority to Tansact bu		with					
1.	The	name of the corp	oration is Wausau Benefits	s, Inc.						
2.	It is i	ncorporated und	er the laws of Delaware							
3.	The	The name, if different, which it elects to use in Rhode Island is:								
	(a)	If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:								
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporate qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed we application:										
4.	The	date of its incorp	oration is May 19, 2000		and the period of its duration is Perpetual					
5	The:	The address of its principal office in the state or country under the laws of which it is incorporated is								
٥.		1209 Orange Street, Wilmington, Delaware 19801								
6.	The address of its proposed registered office in Rhode Island is 10 Weybosset Street (Street Address, not P.O. Box)									
	Prov	idence	RI	02903	and the name of its proposed registered agent in Rhode Island at					
	-110	(City/T		(Zip C						
	that address is CT CORPORATION SYSTEM (Name of Agent)									
			4							
7.	The	specific purpose	or purposes which it propos	es to pur	sue in the transaction of business in Rhode Island are:					
	Emp	oloyee benefit pl	an administrator. Not withsta	anding th	ne foregoing, the purpose of the corporation is to engage in any lawful act					
•			ective addresses of the direc	torn and	officers are:					
О.	1110	names and resp	Name	acis and	Address					
	_				<u>, tusi 650</u>					
		irector	See attached list of Directo	rs						
		irector								
	•	resident			9 8 Caro Sand Sand					
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ale: July1	is accompanied by of state or other ac	y certified copies of uthorized officer of i	its articles of incorporation the jurisdiction of its incorporation.	and all amendments thereto, duly authenticated pration.
	3 2000		Wausau Benefits, Inc.	Communica Making Application
			Print Exact N	ame of Corporation Making Application
			Ву	how
			Alfred P. Moore	or Vice President (check one)
			By X Secretary Paul Buchberger	or Assistant Secretary (check one)
STATE OF Wau			<u>-</u> 	
In Wauss before me Paul E s the Secr	luchberger	, on this	who, beir	2000, personally appearing by me first duly sworn, declared that he/sh that he/she signed the foregoing document attrue.
incu ourcet or the	corneration and	HIGH HIC STATE	Bern	
	corporation, and		Notary Public	ie 111. Schering

NAME .	TITLE	ADDRESS
Alfred P. Moore	Director, President and Chief Executive Officer	1800 West Bridge Street, Wausau, Wisconsin 54401
Michael Benson	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Oren Hermel	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Nicholas Mischler	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
John Sickels	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Christine Thomas	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Bryan Troyer	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Paul Buchberger	Secretary	1800 West Bridge Street, Wausau, Wisconsin 54401
JAY MICHAEL ANILKER	VICE PRESIDENT, CFO, TREA	SURER SAME ADDRESS AS ABOVE

MI 630411.01

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WAUSAU BENEFITS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 2000, AT 3 O'CLOCK P.M.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0542781

DATE:

07-06-00