

State of Idaho

Office of the Secretary of State

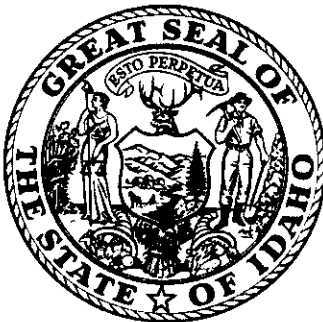
**CERTIFICATE OF AUTHORITY
OF
USI CONSULTING GROUP, INC.**

File Number C 160477

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 17 May 2005



Ben Yursa

SECRETARY OF STATE

By *Shirley R. Davis*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 MAY 17 AM 11:23

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1 The name of the corporation is:

USI Consulting Group, Inc.

2 The name which it shall use in Idaho is: USI Consulting Group, Inc.

3 It is incorporated under the laws of: Connecticut

4 Its date of incorporation is: October 16, 1981

5 The address of its principal office is:

95 Glastonbury Blvd. Glastonbury, CT 06033

6 The address to which correspondence should be addressed, if different from item 5, is:

555 Pleasantville Rd. - 160 S, Briarcliff Manor, NY 10510

7 The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702

and its registered agent in Idaho at that address is: C T Corporation System

8 The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>James Kinney</u>	<u>President</u>	<u>95 Glastonbury Blvd Glastonbury, CT 06033</u>
<u>William Tremko</u>	<u>Executive VIP</u>	<u>95 Glastonbury Blvd Glastonbury, CT 06033</u>
<u>John O'Connor</u>	<u>VP Licensing</u>	<u>95 Glastonbury Blvd Glastonbury, CT 06033</u>
<u>Ernest J. Newborn, II</u>	<u>Secretary / Director</u>	<u>555 Pleasantville Rd -160S Briarcliff Manor, NY 10510</u>
<u>Robert Schneider</u>	<u>Treasurer</u>	<u>555 Pleasantville Rd -160S Briarcliff Manor, NY 10510</u>
<u>Namee Oberst</u>	<u>Asst. Secretary</u>	<u>555 Pleasantville Rd -160S Briarcliff Manor, NY 10510</u>

Dated: 4/26/05

Signature: Namee Oberst

Typed Name: Namee Oberst

Capacity: Assistant Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
05/17/2005 05:00
CK: 93836 CT: 20160 BH: 810055
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C160477

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

BENEFIT CONCEPTS OF CONNECTICUT, INC.

a STOCK corporation under the Connecticut General Statutes was filed
in this office on October 16, 1981. The following comprises a list of
amendments changing its name as filed in this office as of the date of
this certificate:

AMENDMENTS CHANGING THE NAME TO

USI CONSULTING GROUP, INC.

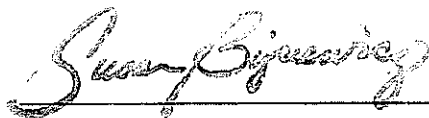
File Date: May 4, 1999

Effective Date: May 4, 1999

File Time: 03:54 PM

Effective Time: 03:54 PM

Insofar as the records of this office reveal, the corporation is in
existence.



Secretary of the State

Date Issued: April 29, 2005