

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ADP TOTALSOURCE DE IV, INC.**

File Number C 140639

I PETE T. CENARRUSA, 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: September 11, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

SEP 11 1 35 PM '01
SECRETARY OF STATE

- The name of the corporation is ADP TOTALSOURCE DE IV, INC.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of Delaware
- Its date of incorporation is February 12, 1998
- The address of its principal office is 10200 Sunset Drive, Miami, Florida 33173
- The address to which correspondence should be addressed, if different from item 5, is 10200 Sunset Drive, Miami, Florida 33173
- The street address of its registered office in Idaho is 1423 Tyrell Lane, Boise, Idaho 83706
_____, and its registered agent in Idaho at that address is National Registered Agents, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See Attached</u>	_____	_____
_____	_____	_____
_____	_____	_____
<u>See Attached</u>	_____	_____
_____	_____	_____
_____	_____	_____

Dated: _____

ADP TOTALSOURCE DE IV, INC.

(Corporation name)

By _____

Roger Singer

Its _____

Vice Pres
(specify capacity of signer)

Customer Acct # : _____

(If using pre-paid account)

Secretary of State use only

Revised 7/97
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IDAHO SECRETARY OF STATE
09/11/2001 05:00
CK: 18930 CT: 19577 BH: 418546
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

OFFICERS OF ADP TOTALSOURCE GROUP, INC. & IT'S SUBSIDIARIES

<u>NAME:</u>	<u>ADDRESS</u>	<u>S/S #</u>	<u>TITLE</u>
Carlos A. Rodriguez	10200 Sunset Drive Miami, Florida 33173	[REDACTED]	President & Chief Controlling Officer
Sergio Fernandez	same as above	[REDACTED]	Chief Financial Officer
Robert J, Singer	One ADP Boulevard Roseland, NJ 07068	[REDACTED]	VP/Secy/Director
William F. Cueto	10200 Sunset Drive Miami, Florida 33173	[REDACTED]	Asst Secy

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADP TOTALSOURCE DE IV, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADP TOTALSOURCE DE IV, INC." WAS INCORPORATED ON THE TWELFTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1331394

DATE: 09-06-01