

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ADP TOTALSOURCE OF CO XXIII, INC.**

File Number C 136531

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: November 30, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monika Obelensky*

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:

1. The name of the corporation is ADP TotalSource of CO XXIII, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Colorado
4. Its date of incorporation is December 10, 1992
5. The address of its principal office is 10200 Sunset Drive, Miami, Florida 33173
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. 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.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See Attached</u>	_____	_____
_____	_____	_____
_____	_____	_____
<u>Robert J. Singer</u>	_____	<u>One ADP Blvd., Roseland, New Jersey 07068</u>
_____	_____	_____
_____	_____	_____

Dated: _____

ADP TotalSource of CO XXIII, Inc.

(Corporation name)

By _____

Its Vice President

(specify capacity of signer)

Customer Acct # :

(If using pre-paid account)

SECRETARY OF STATE

Secretary of State use only

12/01/2000 09:00

CK: 12348 CT: 130214 BH: 363950

1 @ 100.00 = 100.00 AUTH PRO # 2

C136531

ADP TotalSource**Corporate Officers:****CEO**

Carlos A. Saladrigas
10200 Sunset Drive
Miami, FL 33173

Home: 11000 SW 83 Ave
Miami, FL 33156
PH: 598-6385
Cell: (305) 785-7356.

[REDACTED]
DOB 8/31/48
Elected 4/3/2000

President & COO

Carlos A. Rodriguez
10200 Sunset Drive
Miami, FL 33173

Home: 5330 Banyan Drive
Coral Gables, FL 33156
Ph: (305) 662-5726
DOB: 8/4/64
[REDACTED]
Elected 4/3/2000

Vice President & CFO

Sergio R. Fernandez
10200 Sunset Drive

Home: 6180 SW 96 Avenue
Miami, FL 33173
PH: (305) 273-0017
[REDACTED]
DOB 2/25/48
Elected 4/3/2000

VP & Secretary

Robert J. Singer
One ADP Boulevard
Roseland, NJ 07068

Home: 5 Tanger Drive
Livingston, NJ 07039
PH: (973) 994-1310
[REDACTED]

DOB: 1/27/43
Elected 4/3/2000

Assistant Secretary

William F. Cueto
10200 Sunset Drive
Miami, FL 33173

Home: 4318 Alton Rd.
Miami Beach, FL 33140
PH: (305) 673-2303
[REDACTED]

DOB 7/1/69
Elected 4/3/2000

Assistant Secretary

Greg Busko
5800 Windward Parkway
Alpharetta, GA 30005

Home: 190 Berverly Road
Atlanta, GA 30309

PH:
[REDACTED]

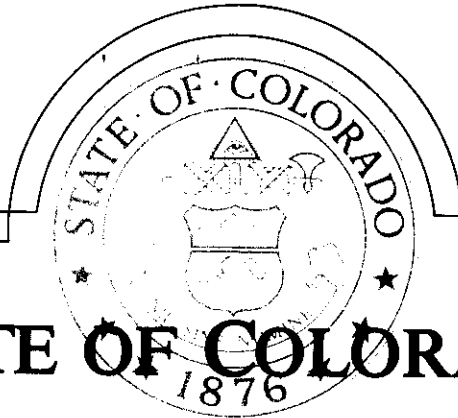
DOB: 5/17/48
Elected 8/3/1999

Directors for all subsidiaries

Robert J. Singer, sole director

OFFICERS OF ADP TOTALSOURCE GROUP, INC. AND ITS SUBSIDIARIES

Name	Address	Title
Carlos A. Saladrigas	10200 SUNSET DRIVE MIAMI, FL 33173	[REDACTED]
	Chief Executive Officer	
Carlos A. Rodriguez	10200 SUNSET DRIVE MIAMI, FL 33173	[REDACTED]
	President & Chief Controlling Officer	
Sergio Fernandez	10200 SUNSET DRIVE MIAMI, FL 33173	[REDACTED]
	Chief Financial Officer	
Robert J. Singer	ONE ADP BOULEVARD ROSELAND, NJ 07068	[REDACTED]
	Vice President & Secretary	
William F. Cueto	10200 SUNSET DRIVE MIAMI, FL 33173	[REDACTED]
	Assistant Secretary	
Gregory Busko	5800 WINDWARD PKWY. ALPHARETTA, GA 30005	[REDACTED]
	Assistant Secretary	



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

ADP TOTALSOURCE OF CO XXIII, INC.
(COLORADO CORPORATION)

FILE # 19921117548 WAS FILED IN THIS OFFICE ON December 10, 1992
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: November 06, 2000

Donetta Davidson

SECRETARY OF STATE