

State of Idaho

Office of the Secretary of State

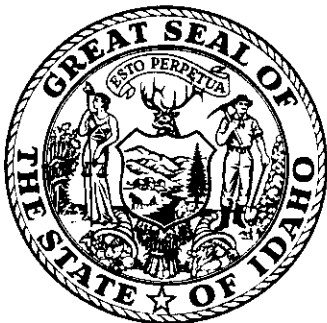
**CERTIFICATE OF AUTHORITY
OF
PROBUSINESS SERVICES, INC.**

File Number C 152394

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: 31 December 2003



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

65 DEC 31 PM 12: 53

SECRETARY OF STATE
STATE OF IDAHO

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

- The name of the corporation is: PROBUSINESS SERVICES, INC.
- The name which it shall use in Idaho is: PROBUSINESS SERVICES, INC.
- It is incorporated under the laws of: DELAWARE
- Its date of incorporation is: 11-12-96
- The address of its principal office is: ONE ADP BLVD. ROSELAND, NEW JERSEY 07068
- The address to which correspondence should be addressed, if different from item 5, is: _____
- 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
SEE ATTACHED LIST		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: December 30, 2003

Signature: *Robert J. Singer*

Typed Name: Robert J. Singer

Capacity: Assistant Secretary

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only
0152394

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Revised 07/2002

IDAHO SECRETARY OF STATE
12/31/2003 05:00
CK: 29693 CT: 19577 BH: 719370
1 @ 100.00 = 100.00 AUTH PRO # 6

List of Officers & Directors

ProBusiness Services, Inc.

DIRECTORS:

James B. Benson	Director
Karen E. Dykstra	Director
Robert J. Singer	Director

OFFICERS:

James B. Benson	President and Secretary
Raymond L. Colotti	Vice President and Treasurer
Thomas DeLorenzo	Assistant Secretary
Richard Erickson	Assistant Secretary
Robert J. Singer	Assistant Secretary
Karen E. Dykstra	Vice President and Controller

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROBUSINESS SERVICES, 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 THIRTIETH DAY OF DECEMBER, A.D. 2003.

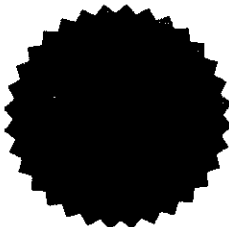
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROBUSINESS SERVICES, INC." WAS INCORPORATED ON THE TWELFTH DAY OF NOVEMBER, A.D. 1996.

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.

2675538 8300

030843029



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2841376

DATE: 12-30-03