

# State of Idaho

## Department of State

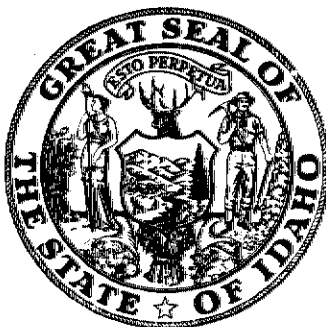
### CERTIFICATE OF AUTHORITY OF

ADP PAYROLL SERVICES, INC.  
File number C 118238

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ADP PAYROLL SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ADP PAYROLL SERVICES, INC. to transact business in this State under the name ADP PAYROLL SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 12, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By Nicholas Lamb

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

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

FEB 12 10 07 AM '97  
SECRETARY OF STATE

1. The name of the corporation is ADP Payroll Services, Inc.
2. The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 8/4/95 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is  
1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is  
One ADP Boulevard, Roseland, New Jersey 07068
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701  
\_\_\_\_\_, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>James B. Benson</u>	<u>President/Secretary and Director</u>	<u>One ADP Boulevard, Roseland, New Jersey 07068</u>
<u>Richard J. Haviland</u>	<u>Vice President/Controller</u>	<u>One ADP Boulevard, Roseland, New Jersey 07068</u>
<u>Robert J. Singer</u>	<u>Assistant Secretary and Director</u>	<u>One ADP Boulevard, Roseland, New Jersey 07068</u>
<u>Joseph B. Pirret</u>	<u>Vice President/Treasurer</u>	<u>One ADP Boulevard, Roseland, New Jersey 07068</u>
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 2/6/97

ADP Payroll Services, Inc.

(Corporation name)

By

James B. Benson  
Its President, Vice President, Secretary or Assistant Secretary

(please specify)

James B. Benson

IDAHO SECRETARY OF STATE

Secretary of State used DATE 02/12/1997 CCAP

0900

63428

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CK #: 13204497 CUST# 4567

AUTH PRO 10 100.00= 100.00

EXPEDITE C 10 20.00= 20.00

# = C

*Office of the Secretary of State*FEB 12 10 07 AM '97  
SECRETARY OF STATE  
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADP PAYROLL 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 TENTH DAY OF FEBRUARY, A.D. 1997.

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8322481

02-10-97