State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF

ADP BROKER-DEALER, INC. File number C 110786

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ADP BROKER-DEALER, 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 BROKER-DEALER, INC. to transact business in this State under the name ADP BROKER-DEALER, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 26, 1995

THE SEASON OF TH

Pite IT Enaveusa.
SECRETARY OF STATE

Manus L & Mansh

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

(i tolit c	or poration)
	ARY 2
the Secretary of State of Idaho	· 9F
Pursuant to Section 30-1-110, Idaho Code, the unc	
Authority to transact business in your State, and for	r that purpose submits the following statement.
·	m 4 5
The name of the corporation is ADP Broker-Deale	r, Inc.
The name which it shall use in Idaho is ADP Broke	r-Dealer, Inc.
(To be used only when required to avoid a conflict with a Directors resolution adopting assumed name in Idaho.)	name already on file. Must be accompanied by a Board of
It is incorporated under the laws ofNew Jersey	
The date of its incorporation is	and the period of its duration
if other than perpetual, is	
The address of its principal office in the state or cool One ADP Boulevard, Roseland, NJ 07068	inty under the laws of which it is incorporated is
The address to which correspondence should be ad	dressed, if different than item 5, is
The street address of its proposed registered office i	n Idaho is
c/o The Prentice-Hall Corporation System, Inc.	
877 Main Street, Boise, Idaho 83702-5858	, and the name of its proposed
The Due	
registered agent in Idaho at that address is The Pres	itice-Hall Corporation System, Inc.
The purpose or curposes which is in account of the	
The purpose or purposes which it is proposed to pur	
Electronic Data Processing & other related activities	
	7 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -
(Continued on reverse)	Mark Control of the C
IDAHO SECRETARY	260 619 Annual Paris International Day 2014 (C
Submit applications and certificate of status (IX 1: 24822 CUST)	
Office of the Secretary of State CORP	0022
Division of Corporatibles 20.00= 2	0.00 10 100.00= 100.00
and the second s	100.00
# : C	
#: C	_#: C

See Attached	Office	Address
	**	
-		
 The corporation accepts State of Idaho. 	s and shall comply with	the provisions of the Constitution and the laws of the
Dated: <u>5/1/96</u>		
Dated: 9/1/95		OP Broker Dealer / Inc. (Corporation name)
Dated: 9/11/95	Ву <u>Ј</u>	ohn Hogan Its President Vice President (please specify) ennis Mostichio
·	By <u>Jo</u> and <u>De</u>	ohn Hogan (Corporation name)
STATE OF New Jersey COUNTY OF Essex	By <u>Jo</u> and De	chn Hogan Its President Vice President Iplease specify) ennis Mosticchio Its Secretary/Assistant/Secretary/fight/secspecify)
COUNTY OF Essex 1, Laeghelle	By Joand De and De la	hts President Vice President (please specify) Its Secretary/Assistant Secretary/Assis
STATE OF New Jersey COUNTY OF Essex I, Laeahelle thisday o	By Joand De and De st.) ss: Workack of May	hts President/vice President (please specify) Its Secretary/Assistant/Secretary/Secre
COUNTY OF Essex 1, Laeachelle his 1/46 day one John Hogan f	By Joand De and De ss: Workack May Dennis Moticchi	ts President vice President (please specify) Its Secretary Assistant secretary (please specify) Its Secretary Assistant secretary (please specify)
COUNTY OF Essex I, Laeachelle this	By Joand De and De ss: Workack May Dennis Moticchi	its President/vice President (please specify) its Secretary/Assistant/Secretary/Secre
COUNTY OF Essex I, Laeachelle thisday one John Hogan =	By Joand De and De and De Servery of ADP and Grant as President as Pre	ts President vice President (please specify) Its Secretary Assistant Secretary (please specify) , a notary public, do hereby certify that on, personally appeared before, who being by me first duly sworn, declared that (s)he

Directors and Officers ADP Broker Dealer, Inc.

DIRECTORS:

Fred D. Anderson, Jr James B. Benson Richard J. Haviland Director Director Director

OFFICERS:

John Hogan Sid Garai Dennis Mosticchio

President Vice President and Treasurer Vice President/Secretary

ADDRESS OF OFFICERS AND DIRECTORS:

ONE ADP BOULEVARD ROSELAND, NJ 07068

NEW JERSEY SECRETARY OF STATE

ADP BROKER-DEALER, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED BUSINESS WAS FILED IN THIS OFFICE ON JULY 12,1994.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

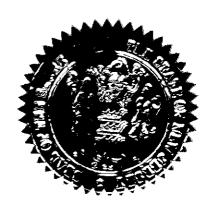
830 BEAR TAVERN ROAD

WEST TRENTON

NJ 08628

AND THE REGISTERED AGENT IS PRENTICE HALL CORP. SYS/NJ.

MAY 16,1995



Home R. Hooly