

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



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

MAY 26 2 44 PM '95
 SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ADP Broker-Dealer, Inc.

2. The name which it shall use in Idaho is ADP Broker-Dealer, Inc.
 (To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of New Jersey

4. The date of its incorporation is 7/12/94 and the period of its duration, if other than perpetual, is _____

5. The address of its principal office in the state or county under the laws of which it is incorporated is One ADP Boulevard, Roseland, NJ 07068

6. The address to which correspondence should be addressed, if different than item 5, is _____

7. The street address of its proposed registered office in Idaho is _____
c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Electronic Data Processing & other related activities

(Continued on reverse)

IDAHO SECRETARY OF STATE

Submit applications and certificate of status	19950530 0900 93084 1
	CK #: 24822 CUST# 20522
Office of the Secretary of State	CORP
Division of Corporations	20.00= 20.00

#: C

IDAHO SECRETARY OF STATE

Secretary of State	19950530 0900 93081 1
	CK #: 99644 CUST# 1135
	CORP
1@	100.00= 100.00

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9. The names and respective addresses of its directors and officers are:

Name See Attached	Office	Address

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

11. This application is accompanied by a Certificate of Corporation Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or county under the laws of which it is incorporated.

Dated: 5/11/95

ADP Broker Dealer, Inc.

(Corporation name)

By John Hogan

Its President/Vice President (please specify)

and Dennis Mosticchio

Its Secretary/Assistant Secretary (please specify)

STATE OF New Jersey

) SS:

COUNTY OF Essex

I, Laeschelle Womack, a notary public, do hereby certify that on this 11th day of May, 19 95, personally appeared before me John Hogan & Dennis Mosticchio, who being by me first duly sworn, declared that (s)he is the President & Secretary of ADP Broker-Dealer, Inc.

that (s)he signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

Laeschelle Womack
Notary Public

LAESCHELLE WOMACK
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 12, 1999

Apr 27, 1995

Directors and Officers
ADP Broker Dealer, Inc.

DIRECTORS:

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

OFFICERS:

John Hogan	President
Sid Garai	Vice President and Treasurer
Dennis Mosticchio	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

Donna R. Hood

