

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ADP DEALER SERVICES, INC.**

File Number C 193204

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: December 28, 2011



Ben Yursa

SECRETARY OF STATE

By

Dinda Coburn



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 DEC 28 PM 1:54

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:
ADP Dealer Services, Inc.
2. The name which it shall use in Idaho is: ADP Dealer Services, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 10-10-2007
5. The address of its principal office is:
One ADP Blvd., Roseland, New Jersey 07068
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
SEE ATTACHED		

Dated: December 21 2011

Signature: Bruce C. Wechsler

Typed Name: Bruce C. Wechsler

Capacity: Asst. Secretary

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

g:\comptons\corp
forms\appforauthority_print.pdf
Revised 06/2005

Web Form

IDAHO SECRETARY OF STATE
12/28/2011 05:00
CK: 7204 CT: 221020 BH: 1303523
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C193204

ADP Dealer Services, Inc.

Directors

Kenneth James Gladish
One ADP Blvd.
Roseland, New Jersey 07068

Director

Christopher R. Reidy
One ADP Blvd.
Roseland, New Jersey 07068

Director

Bruce C. Wechsler
One ADP Blvd.
Roseland, New Jersey 07068

Director

Officers

Kenneth James Gladish
One ADP Blvd.
Roseland, New Jersey 07068

President and Secretary

Michael C. Eberhard
One ADP Blvd.
Roseland, New Jersey 07068

Vice President and Treasurer

Thomas DeLorenzo
One ADP Blvd.
Roseland, New Jersey 07068

Assistant Secretary

Charles Gibbons
One ADP Blvd.
Roseland, New Jersey 07068

Assistant Secretary

Bruce C. Wechsler
One ADP Blvd.
Roseland, New Jersey 07068

Assistant Secretary

Christopher R. Reidy
One ADP Blvd.
Roseland, New Jersey 07068

Vice President and Controller

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADP DEALER 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADP DEALER SERVICES, INC." WAS INCORPORATED ON THE TENTH DAY OF OCTOBER, A.D. 2007.


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.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9256029

DATE: 12-27-11