



Department of State

**CERTIFICATE OF AUTHORITY
OF**

EMPLOYERS RESOURCE MANAGEMENT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **EMPLOYERS RESOURCE MANAGEMENT COMPANY**

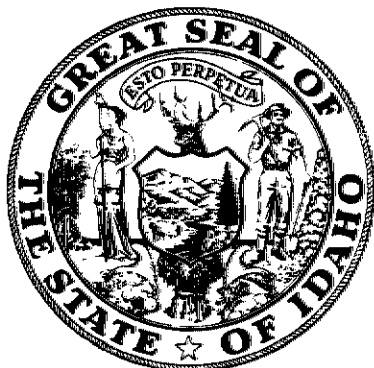
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me, by law, I issue this Certificate of Authority to **EMPLOYERS RESOURCE MANAGEMENT COMPANY**

to transact business in this State under the name **EMPLOYERS RESOURCE MANAGEMENT COMPANY**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 23, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 Employers Resource Management Company

2. The name which it shall use in Idaho is Employers Resource Management Company

(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 the Commonwealth of Virginia

4. The date of its incorporation is October 22, 1985 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 3122 W. Marshall St., Suite 206, Richmond, VA 23230

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 3217 Cresent Rim Drive
Boise, ID 83706, and the name of its proposed registered agent in Idaho at that address is Douglas Gersema

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To provide employee leasing and benefits administration services.

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

Name	Office	Address
Ray M. O'Leary	President/Treas.	137 S. Hairpin Drive, Quinton, VA 23141
George H. Gersema	V.P./Secretary	9251 Ustick Rd., Boise, ID 83704
G. Douglas Anderton	V.P.	10905 Jason Drive, Sandy, UT 84070

The directors are the same as above

(continued on reverse)

Name

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 Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 4, 1985

Employers Resource Management Company

(Corporation Name)

By

Ralph O'Leary
Its President/Vice-President (please specify)

and

George H. Simma
Its Secretary/Assistant Secretary (please specify)

STATE OF Virginia)
COUNTY OF Henrico) ss:

I, Jacqueline A. Duresky, a notary public, do hereby certify that on this 4th day of December, 19 85, personally appeared before me Ray M. O'Leary, who being by me first duly sworn, declared that (s)he is the President of Employers Resource Management Company

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

My commission
expires: 5/21/88

Jacqueline A. Duresky
Notary Public

Commonwealth of Virginia



State Corporation Commission

I, Nancy W. McCoy, Assistant Clerk of the State Corporation Commission, do hereby certify that

EMPLOYERS RESOURCE MANAGEMENT COMPANY is a corporation organized and existing under and by virtue of the laws of Virginia and that it is in good standing.

Nothing more is hereby certified.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 8th day of November A. D. 19 85



Nancy W. McCoy
Assistant Clerk of the Commission