

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

ADP CREDIT CORP.

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

Dated **April 17, 1986**



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Julia J. Clark*

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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SEC. OF STATE

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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 Credit Corp.

2. The name which it shall use in Idaho is ADP Credit Corp.

(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 Delaware

4. The date of its incorporation is November 29, 1983 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 c/o United States Corporation Company  
229 South State Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5.  
One ADP Boulevard, Roseland, New Jersey 07068

7. The street address of its proposed registered office in Idaho is 700 West Idaho Street,  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
to engage in the business of equipment leasing in all of its aspects.

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

| Name                          | Office                      | Address                                      |
|-------------------------------|-----------------------------|--|
| Josh S. Weston                | President/Director          | One ADP Blvd., Roseland, NJ 07068            |
| <del>Fred S. Lafer</del>      | <del>VP/Secretary/Dir</del> | <del>One ADP Blvd., Roseland, NJ 07068</del> |
| <del>Arthur F. Weinbach</del> | <del>VP/Treasurer/Dir</del> | <del>One ADP Blvd, Roseland, NJ 07068</del>  |
| James B. Benson               | Vice President              | One ADP Blvd., Roseland, NJ 07068            |
| Joseph B. Pirret              | Vice President              | One ADP Blvd, Roseland, NJ 07068             |
| Beryl S. McKenzie             | Assistant Secretary         | One ADP Blvd, Roseland, NJ 07068             |

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class  | Par Value Per Share or Statement That Shares Are without Par Value |
|------------------|--------|--|
| 100              | Common | shares are without par value                                       |
|                  |        |  |
|                  |        |  |

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

| Number of Shares | Class  | Par Value Per Share or Statement That Shares Are without Par Value |
|------------------|--------|--|
| 100              | Common | shares are without par value                                       |
|                  |        |  |
|                  |        |  |

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

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated

Dated: \_\_\_\_\_

ADP Credit Corp.  
 By [Signature]  
 Fred S. Lafer, Its President/Vice President (please specify)  
 and [Signature]  
 Beryl S. McKenzie, Its Secretary/Assistant Secretary (please specify)

STATE OF New Jersey )

COUNTY OF Essex )ss  
ELYSE D. SCHWEMER  
 Notary Public of New Jersey  
 Commission Expires October 23, 1988

I, \_\_\_\_\_, a notary public, do hereby certify that on  
 this 17<sup>th</sup> day of MARCH, 19 86, personally appeared before me  
Fred S. Lafer, who being by me first duly sworn, declared that he is the  
Vice President of ADP Credit Corp.

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

[Signature]  
 Notary Public

# State of Delaware



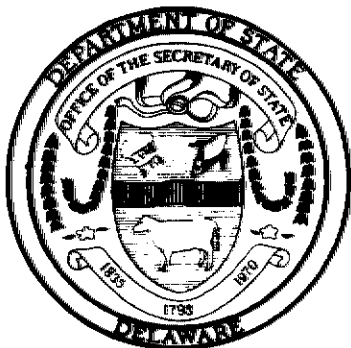
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SEC. OF STATE

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## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY ADP CREDIT CORP. 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 DATE SHOWN BELOW.

| | | | | | | | |



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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 10784422

DATE: 04/11/1986