

State of Idaho

Office of the Secretary of State

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

File Number C 141258

I PETE T. CENARRUSA, 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: November 5, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Okelberry*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

Nov 5 1 56 PM '01

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

SECRET
STATE

DATE
10

- The name of the corporation is: ADP PAYROLL SERVICES, INC.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 2/12/97
- The address of its principal office is: One ADP Bldg, Lakeland NJ 07068
- The address to which correspondence should be addressed, if different from item 5, is: _____
- 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.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED LIST		

Dated: OCTOBER 25, 2001Signature: *Robert J. Singer*Typed Name: ROBERT J. SINGERCapacity: Assistant Secretary

Customer Acct # : _____

(if using pre-paid account)

Secretary of State use only

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forms\appforauthority_profit.pmf
Revised 01/2001

IDAHO SECRETARY OF STATE
11/05/2001 05:00
CK: 20406 CT: 19577 BH: 420000
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

CK/1258

Directors, Officers Report

ADP Payroll Services, Inc.

Nov 5 1 57 PM '01

Monday, October 29, 2001

DIRECTORS

SECRET
172

James B. Benson

Director

Primary Address: One ADP Boulevard
Roseland, New Jersey 07068
Primary Phone: (973) 994-5000
Home Address: 110 Riverside Drive
New York, New York 10024

Karen E Dykstra

Director

Primary Address: One ADP Boulevard
Roseland, New Jersey 07068
Primary Phone: None given
Home Address: 25 Ballantine Road
Mendham, New Jersey 07945

Robert J. Singer

Director

Primary Address: One ADP Boulevard
Roseland, New Jersey 07068
Primary Phone: (973) 974-5000
Home Address: 5 Tanger Drive
Livingston, New Jersey 07039

OFFICERS

James B. Benson

President and Secretary

Primary Address: One ADP Boulevard
Roseland, New Jersey 07068
Primary Phone: (973) 994-5000
Home Address: 110 Riverside Drive
New York, New York 10024

Karen E Dykstra

Vice President and Controller

Primary Address: One ADP Boulevard
Roseland, New Jersey 07068
Primary Phone: None given
Home Address: 25 Ballantine Road
Mendham, New Jersey 07945

Robert J. Singer

Assistant Secretary

Primary Address: One ADP Boulevard
Roseland, New Jersey 07068
Primary Phone: (973) 974-5000
Home Address: 5 Tanger Drive
Livingston, New Jersey 07039

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADP PAYROLL 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 FIRST DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADP PAYROLL SERVICES, INC." WAS INCORPORATED ON THE FOURTH DAY OF AUGUST, A.D. 1995.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2530792 8300

AUTHENTICATION: 1422835

010550115

DATE: 11-01-01