

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ADP OF NORTH AMERICA, INC.**

File Number C 146339

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: 21 November 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

FILED EFFECTIVE

(Instructions on Back of Application)

02 NOV 21 PM 1:57

SECRETARY OF STATE
STATE OF IDAHO

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

- The name of the corporation is:
ADP OF NORTH AMERICA, INC.
- The name which it shall use in Idaho is: ADP OF NORTH AMERICA, INC.
- It is incorporated under the laws of: DELAWARE
- Its date of incorporation is: 1/28/88
- The address of its principal office is:
ONE ADP BLVD ROSELAND, NEW JERSEY 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: 11/8/02

Signature: *Robert J. Singer*

Typed Name: ROBERT J. SINGER

Capacity: SECRETARY

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

g:\comp\forms\comp
forms\app\for cert authority_profll.pmf
Revised 07/2002

IDAHO SECRETARY OF STATE
11/21/2002 05:00
CK: 24725 CT: 19577 BN: 647372
1 @ 100.00 = 100.00 AUTH PRO # 3

C 146339

Directors, Officers Report

ADP of North America, Inc.

Monday, November 11, 2002

DIRECTORS

Scott Allen Director
Primary Address: None given
Primary Phone: None given
Home Address: None given

Robert J. Singer Director
Primary Address: One ADP Boulevard
Roseland, New Jersey 07068
Primary Phone: (973) 974-5000
Home Address: 28 Whalen Court
West Orange, New Jersey 07052

Raymond J Suberlak Director
Primary Address: None given
Primary Phone: None given
Home Address: None given

OFFICERS

Raymond J Suberlak President
Primary Address: None given
Primary Phone: None given
Home Address: None given

Scott Allen Vice President and Treasurer
Primary Address: None given
Primary Phone: None given
Home Address: None given

Robert J. Singer Secretary
Primary Address: One ADP Boulevard
Roseland, New Jersey 07068
Primary Phone: (973) 974-5000
Home Address: 28 Whalen Court
West Orange, New Jersey 07052

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADP OF NORTH AMERICA, 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2002.

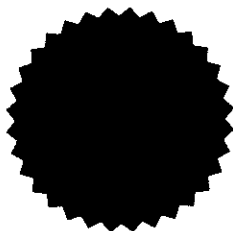
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADP OF NORTH AMERICA, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1988.

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.

2150523 8300

020704939



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2091953

DATE: 11-15-02