

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ADMINISTAFF FINANCIAL MANAGEMENT SERVICES, INC.**

File Number C 142563

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: February 13, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally Leloyd*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED/EFFECTIVE

2002 FEB 13 PM 1:48

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: Administaff Financial Management Services, Inc.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: January 25, 2002
5. The address of its principal office is: _____
19001 Crescent Springs Dr., Kingwood, TX 77339
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: 1401 Shoreline Drive, Suite 2
Boise, ID 83702, and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached officers/directors rider</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: February 5, 2002

Signature: *John H. Spurgin, II*

Typed Name: John H. Spurgin, II

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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forms\appforauthority_profit.pm6
Revised 01/2001

IDAHO SECRETARY OF STATE
02/13/2002 05:00
CK: 1137799 CT: 74104 BH: 446181
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C142563

ADMINISTAFF FINANCIAL MANAGEMENT SERVICES, INC.
19001 Crescent Springs Drive
Kingwood, TX 77339-3802

DIRECTORS AND OFFICERS

NAME	TITLE	SOCIAL SECURITY NUMBER	BUSINESS ADDRESS	RESIDENCE	DATE TAKING OFFICE
Paul J. Sarvadi	Director/President and CEO	[REDACTED]	19001 Crescent Springs Dr. Kingwood, TX 77339	21068 Baldwin Porter, TX 77365	1/25/02
Richard G. Rawson	Director/Exec. V.P. Administration, Treasurer and CFO	[REDACTED]	19001 Crescent Springs Dr. Kingwood, TX 77339	31 Enchanted Woods Kingwood, TX 77339	1/25/02
John H. Spurgin, II	Director/V.P. Legal, General Counsel and Secretary	[REDACTED]	19001 Crescent Springs Dr. Kingwood, TX 77339	6019 Hidden Lakes Dr. Kingwood, TX 77345	1/25/02
Douglas S. Sharp	V.P. Finance and Controller	[REDACTED]	19001 Crescent Springs Dr. Kingwood, TX 77339	11911 Fawnview Dr. Houston, TX 77070	1/25/02
Stephen King	V.P. Financial Management Services	[REDACTED]	19001 Crescent Springs Dr. Kingwood, TX 77339	1032 Bloomfield St. Hoboken, NJ 07030	1/25/02

Delaware

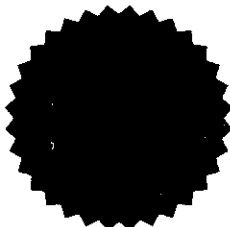
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADMINISTAFF FINANCIAL MANAGEMENT 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 ELEVENTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADMINISTAFF FINANCIAL MANAGEMENT SERVICES, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1605651

020087669

DATE: 02-11-02