

State of Idaho

Office of the Secretary of State

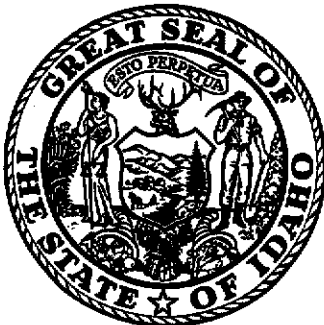
**CERTIFICATE OF AUTHORITY
OF
IP NETWORKED SERVICES INC.**

File Number C 186524

I, BEN YSURSA, 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: March 16, 2010



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

10 MAR 16 PM 1:51

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:
IP NETWORKED 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: Oct. 4, 2006
5. The address of its principal office is:
One ADP Blvd., Roseland, NJ 07068
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: 1423 Tyrell Lane, Boise, Idaho 83706
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list		

Dated: March 10, 2010Signature: Michael C. EberhardTyped Name: Michael C. EberhardCapacity: Vice President

[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\corporatecorp
formapp\certauthority_profit.pmd
Revised 05/2005

Web Form

IDAHO SECRETARY OF STATE
03/16/2010 05:00
CK: 3091 CT: 221028 BH: 1213013
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C186524

IP NETWORKED OFFICERS AND DIRECTORS

OFFICERS

Kenneth James Gladish	3834 Lizette Lane, Glenview, IL 60026	Pres./ Secty.
Michael C. Eberhard	One ADP Blvd., Roseland, NJ 07068	Vice Pres./Treas.
Christopher R. Reidy	One ADP Blvd., Roseland, NJ 07068	Vice Pres./Contr.
Thomas DeLorenzo	One ADP Blvd., Roseland, NJ 07068	Asst. Secty.
Charles Gibbons	One ADP Blvd., Roseland, NJ 07068	Asst. Secty.
Bruce C. Wechsler	One ADP Blvd., Roseland, NJ 07068	Asst. Secty.

DIRECTORS

Kenneth James Gladish	3834 Lizette Lane, Glenview, IL 60026
Michael C. Eberhard	One ADP Blvd., Roseland, NJ 07068
Christoper R. Reidy	One ADP Blvd., Roseland, NJ 07068

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IP NETWORKED 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 TWELFTH DAY OF MARCH, A.D. 2010.

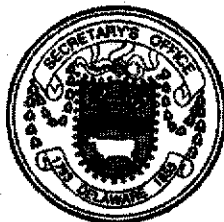
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IP NETWORKED SERVICES INC." WAS INCORPORATED ON THE FOURTH DAY OF OCTOBER, A.D. 2006.

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.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7866386

DATE: 03-12-10