

State of Idaho

Department of State

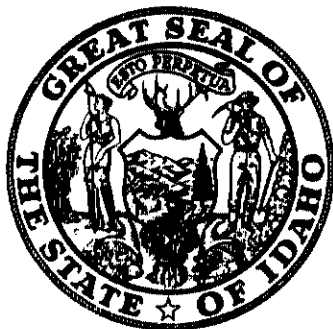
CERTIFICATE OF AUTHORITY OF

ADP HOLLANDER, INC.

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

Dated: March 31, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

Max 31 2 25 PM '93
SECRETARY OF STATE

1. The name of the corporation is ADP Hollander, Inc.

2. The name which it shall use in Idaho is ADP Hollander, Inc.

(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 8/19/92 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 32 Loockerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. One ADP Blvd., Roseland, NJ 07068 Attn: General Counsel

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: electronic data processing and related activities

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

Name	Office	Address
<u>Josh S. Weston</u>	<u>President</u>	<u>One ADP Blvd., Roseland, NJ 07068</u>
<u>Fred S. Lafer</u>	<u>V.P./Secretary</u>	<u>One ADP Blvd., Roseland, NJ 07068</u>
<u>Arthur F. Weinbach</u>	<u>V.P./Treasurer</u>	<u>One ADP Blvd., Roseland, NJ 07068</u>
<u>James B. Benson</u>	<u>V.P./Ass't Sec.</u>	<u>One ADP Blvd., Roseland, NJ 07068</u>
<u>Josh S. Weston</u>	<u>Director</u>	<u>One ADP Blvd., Roseland, NJ 07068</u>
<u>Fred S. Lafer</u>	<u>Director</u>	<u>One ADP Blvd., Roseland, NJ 07068</u>

(continued on reverse)

Name	Office	Address
Arthur F. Weinbach	Director	One ADP Blvd., Roseland, NJ 07068

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 1/21/93

ADP Hollander, Inc.

(Corporation Name)

By [Signature]
 Its ~~President~~ Vice President (please specify)

Fred S. Lafer

and [Signature]
 Its ~~Secretary~~ Assistant Secretary (please specify)

James B. Benson

STATE OF NEW JERSEY)

COUNTY OF ESSEX) ss:

I, Marian M. Joscak, a notary public, do hereby certify that on

this 21ST day of January, 19 93, personally appeared before

me Fred S. Lafer, who being by me first duly sworn, declared that (s)he

is the Vice President of ADP Hollander, Inc.

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

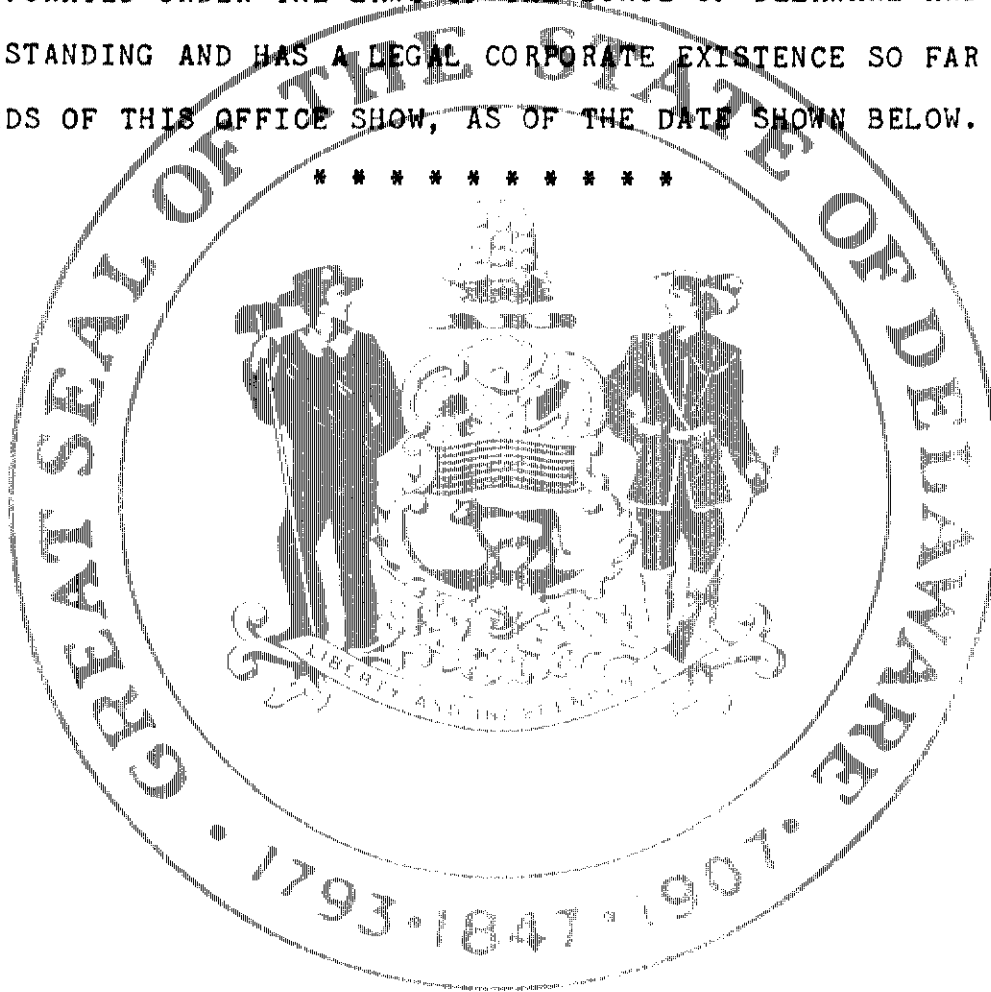
MARIAN M. JOSCAK
 NOTARY PUBLIC OF NEW JERSEY
 MY COMMISSION EXPIRES OCTOBER 17, 1994

[Signature]
 Notary Public

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY ADP HOLLANDER, 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 DATE SHOWN BELOW.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3834381

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DATE: 03/25/1993