

State of Idaho

Office of the Secretary of State

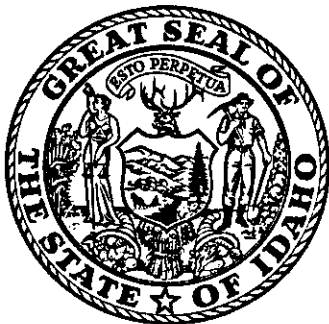
**CERTIFICATE OF AUTHORITY
OF
TSE - PEO, INC.**

File Number C 180782

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: November 12, 2008



Ben Yursa
SECRETARY OF STATE

By

A large, stylized handwritten signature, likely of Ben Yursa, is written over a horizontal line. The signature is composed of several large, overlapping loops.



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

08 NOV 12 PM 1:28

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:

TSE - PEO, INC.

2. The name which it shall use in Idaho is: TSE-PEO, INC.

3. It is incorporated under the laws of: NEW YORK

4. Its date of incorporation is: DECEMBER 6, 2002

5. The address of its principal office is:

160 BROADWAY, 15TH FLOOR NEW YORK, NY 10038

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	Title	Business Address
<u>ROBERT CASSERA</u>	<u>PRESIDENT</u>	<u>160 BROADWAY NEW YORK NY 10038</u>
<u>JOHN P. MESSINA</u>	<u>EXEC. VICE PRES.</u>	<u>160 BROADWAY NEW YORK NY 10038</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: NOVEMBER 5, 2008

Signature: _____

Typed Name: JOHN P. MESSINA

Capacity: EXECUTIVE 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

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forms\app\certauthority_profit.pms
Revised 10/2006

IDAHO SECRETARY OF STATE
11/12/2008 05:00
CK: NONE CT: 1157 BH: 1144119
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C180782

FILED EFFECTIVE

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of TSE - PEO, INC. was filed on 12/06/2002, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of November
two thousand and eight.*

Daniel Shapiro
Special Deputy Secretary of State