

State of Idaho

Office of the Secretary of State

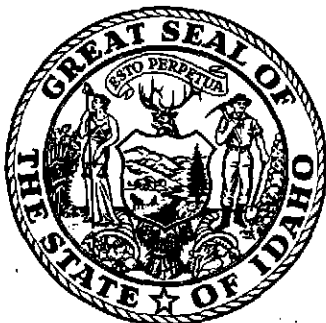
**CERTIFICATE OF AUTHORITY
OF
ADP MASTERTAX, INC.**

File Number C 201775

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: April 4, 2014



Ben Ysursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit) (Instructions on Back of Application)

2014 APR -4 PM 2:11

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: ADP MasterTax, Inc.
2. The name which it shall use in Idaho is:
3. It is incorporated under the laws of: Arizona
4. Its date of incorporation is: 04/22/1980
5. The address of its principal office is: One ADP Blvd., MS 325, 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: 921 S Orchard Street, Suite G, Boise, Idaho 83705 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:

Table with 3 columns: Name, Title, Business Address. Rows include Michael A. Bonarti (President / Director), Michael C. Eberhard (Vice President), Jan Siegmund (Vice President/ Director), Bruce C. Wechsler (Assistant Secretary), Philip M. Seabrease (Assistant Secretary), and Charles Gibbons (Assistant Secretary).

Dated: 3/4/14
Signature: [Handwritten Signature]
Typed Name: Bruce C. Wechsler
Capacity: Assistant Secretary [The signer must be a director or an officer of the corporation.]

Customer Acct #: (if using pre-paid account)

Secretary of State use only
IDAH0 SECRETARY OF STATE
04/04/2014 05:00
CK: NONE CT: 278665 BH: 1418743
1 @ 100.00 = 100.00 AUTH PRO # 2

5:00pm/10:00corp
form/apply/certificate/authority_profit.pdf
Revised 06/2005

Web Form

C201775

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Jodi A. Jerich, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****ADP MASTERTAX, INC.*****

a domestic corporation organized under the laws of the State of Arizona, did incorporate on April 22, 1980.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 3rd Day of April, 2014, A. D.





Jodi A. Jerich, Executive Director

By: _____ 1044871