

# State of Idaho

Office of the Secretary of State

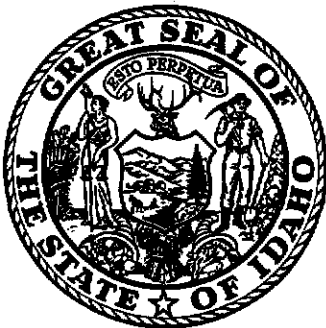
**CERTIFICATE OF AUTHORITY  
OF  
WAGEWORKS, INC.**

File Number C 184155

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: August 17, 2009



*Ben Yursa*

SECRETARY OF STATE

By

*[Signature]*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

09 AUG 17 AM 9:06

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:

WageWorks, Inc.

2. The name which it shall use in Idaho is: WageWorks, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 01/28/2000

5. The address of its principal office is:

1100 Park Place, 4th Floor, San Mateo, CA 94403

6. The address to which correspondence should be addressed, if different from item 5, is:

2250 Butterfield Dr., Suite 100, Troy, MI 48084

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
<u>Richard T. Green</u>	<u>CFO</u>	<u>1100 Park Place, 4th Fl, San Mateo, CA</u>
<u>Kimberly L. Jackson</u>	<u>General Counsel</u>	<u>1100 Park Place, 4th Fl, San Mateo, CA</u>
<u>Edgar O. Montes</u>	<u>Senior Vice President</u>	<u>1100 Park Place, 4th Fl, San Mateo, CA</u>
<u>Richard M. Berkeley</u>	<u>Director</u>	<u>110 Castlewood Rd., Baltimore, MD 21210</u>
<u>Continued on attachment</u>		

Dated: 8-7-09

Signature: [Signature]

Typed Name: Kimberly L. Jackson

Capacity: General Counsel

[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:\corp\form\corp  
form\signature\authority\_profit.pmd  
Revised 06/2005

Web Form

IDAHO SECRETARY OF STATE  
08/17/2009 05:00  
CK: 88859 CT: 239718 BH: 1183123  
1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C184155

## **WAGEWORKS, INC.**

### **DIRECTORS**

**Director:** Richard M. Berkeley  
**Business Address:** 500 East Pratt Street, Suite 1200  
Baltimore, MD 21202

**Director:** Bruce G. Bodaken  
**Business Address:** 50 Beale Street, 23<sup>rd</sup> Floor  
San Francisco, CA 94105

**Director:** J. Stephan Dolezalek  
**Business Address:** 1001 Bayhill Drive, Suite 300  
San Bruno, CA 94010

**Director:** Jerry D. Gramaglia  
**Business Address:** 64 Spencer Lane  
Atherton, CA 94027

**Director:** Joseph L. Jackson  
**Business Address:** 1100 Park Place, 4<sup>th</sup> Floor  
San Mateo, CA 94403

**Director:** John W. Larson  
**Business Address:** One Market, Spear Street Tower  
San Francisco, CA 94105

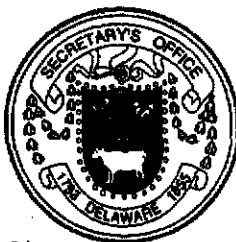
**Director:** Leigh E. Michl  
**Business Address:** 75 State Street  
Boston, MA 02109

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WAGeworks, 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 THIRTY-FIRST DAY OF JULY, A.D. 2009.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7450896

DATE: 07-31-09