

CT CORPORATION SYSTEM

F01000003399

CORPORATION(S) NAME

Zurich Payroll Solutions Limited Inc.

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RECEIVED
01 JUN 26 PM 2:47
DIVISION OF CORPORATION

FILED
01 JUN 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

6/26/01

Order#: 4429237

400004446294--9

-06/26/01--01084--003

Ref#: *****70.00 *****70.00

400004446294--9

-06/26/01--01084--004

Amount: \$ *****8.75 *****8.75

BK

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
01 JUN 26 PM 1:13
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ZURICH PAYROLL SOLUTIONS LIMITED Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. 13-3916489
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/8/96 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1250 VIRGINIA DRIVE, SUITE 120
FORT WASHINGTON, PA 19034
(Current mailing address)

8. PAYROLL PROCESSING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System


Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System


(Registered agent's signature)

Donna A. DiPietro
Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

DIRECTOR: MICHAEL BAUMGARTEN
Vice Chairman:

Address: 1250 VIRGINIA DRIVE, SUITE 120
FORT WASHINGTON, PA 19034

Director: JOHN CROSS

Address: 1250 VIRGINIA DRIVE, SUITE 120
FORT WASHINGTON, PA 19034

Director: ALDEN WARNER

Address: 1250 VIRGINIA DRIVE, SUITE 120
FORT WASHINGTON, PA 19034

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: JOHN SHUCK

Address: 1250 VIRGINIA DRIVE, SUITE 120
FORT WASHINGTON, PA 19034

Vice President/CFO: DENNIS MARA

Address: 1250 VIRGINIA DRIVE, SUITE 120
FORT WASHINGTON, PA 19034

Secretary/TREASURER/COO: TONY BAMBER

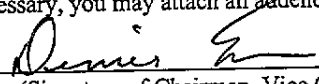
Address: 1250 VIRGINIA DRIVE, SUITE 120
FORT WASHINGTON, PA 19034

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DENNIS MARA - VICE PRESIDENT/CFO
(Typed or printed name and capacity of person signing application)

State of Delaware

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Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZURICH PAYROLL SOLUTIONS LIMITED" 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 TWENTY-SECOND DAY OF MAY, A.D. 2001..

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2682337 8300

AUTHENTICATION: 1148026

010245396

DATE: 05-22-01