

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL
222-1173

F01000004798

FILING COVER SHEET
ACCT. #FCA-14

FILED
SEP 11 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 9-11-01

REF. #: 0631.1864

CORP. NAME: ADP TOTAL SOURCE DE IV, INC

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3

OTHER:

5

900004583019--8
-09/11/01--01043--017
*****70.00 *****70.00

STATE FEES PREPAID WITH CHECK# 5000 87 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

BK

COST LIMIT: \$

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY

Examiner's Initials

TO AGENCY OF RECORD
SUFFICIENCY OF FILING
2001 SEP 11 AM 11:54
DESIGNATED OFFICE OF STATE
CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN 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:

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1. ADP TOTALSOURCE DE IV, 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 (State or country under the law of which it is incorporated) 3. 36-4210977 (FEI number, if applicable)

4. February 12, 1998 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 10200 Sunset Drive, Miami, Florida 33173

(Current mailing address)

8. To engage in any lawful act or activity.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

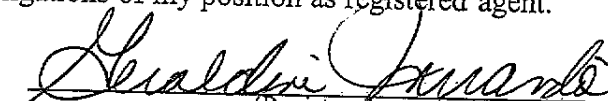
Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(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.


(Registered agent's signature)

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: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Robert J. Singer, Vice Pres
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

OFFICERS OF ADP TOTALSOURCE GROUP, INC. & IT'S SUBSIDIARIES

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FILED
SECRETARY OF STATE
TAMMSEEE
RECORDS

<u>NAME:</u>	<u>ADDRESS</u>	<u>S/S #</u>	<u>TITLE</u>
Carlos A. Rodriguez	10200 Sunset Drive Miami, Florida 33173	264-85-9658	President & Chief Controlling Officer
Sergio Fernandez	same as above	267-78-1438	Chief Financial Officer
Robert J, Singer	One ADP Boulevard Roseland, NJ 07068	156-32-2564	VP/Secy/Director
William F. Cueto	10200 Sunset Drive Miami, Florida 33173	261-83-2342	Asst Secy

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADP TOTALSOURCE DE IV, 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 SIXTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADP TOTALSOURCE DE IV, INC." WAS INCORPORATED ON THE TWELFTH DAY OF FEBRUARY, A.D. 1998.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2858926 8300

AUTHENTICATION: 1331389

010442023

DATE: 09-06-01