



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 535473 7155110
AUTHORIZATION : Patricia Hyatt
COST LIMIT : \$ 70.00

FILED
04 APR -2 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 31, 2004
ORDER TIME : 10:14 AM
ORDER NO. : 535473-015
CUSTOMER NO: 7155110
CUSTOMER: Ms Cherie Macchiachera
Cendant Corporation
1 Campus Drive
Parsippany, NJ 07054

FOREIGN FILINGS

NAME: CSSG PEO, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

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. CSSG PEO, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-0922030
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/25/2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 308 Route 38, Moorestown, NJ 08057
(Principal office address)

1 Campus Dr., Parsippany, NJ 07054
(Current mailing address)

8. Professional Employment Operation
(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: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company
Ann R. Sullivan
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard A. Smith

Address: 1 Campus Dr., Parsippany, NJ 07054

Vice Chairman: _____

Address: _____

Director: Richard A. Smith

Address: 1 Campus Dr., Parsippany, NJ 07054

Director: James E. Buckman

Address: 9 West 57th St., NY NY 10019

B. OFFICERS

President: Donald Casey

Address: 308 Route 38, Moorestown, NJ 08057

Vice President: Lynn A. Feldman

Address: 1 Campus Dr., Parsippany, NJ 07054


Secretary: Eric J. Bock

Address: 9 West 57th St., NY NY 10019

Treasurer: David B. Wyshner

Address: 1 Campus Dr., Parsippany, NJ 07054

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Richard Meisner, Senior Vice President
(Typed or printed name and capacity of person signing application)

Delaware

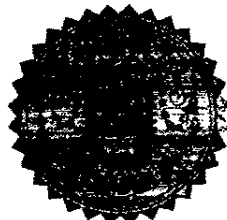
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CSSG PEO, 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 FIRST DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CSSG PEO, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3781944 8300

AUTHENTICATION: 3028813

040241939

DATE: 04-01-04