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Michigan Department of State  
Division of Corporations  
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From: Account Name : CORPDIRECT AGENTS, INC.  
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

ADP TOTALSOURCE MI V, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
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H04000237781

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.

1. ADP TotalSource MI V, 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. Michigan (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. February 21, 1988 (Date of incorporation) 5. perpetual (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. 10200 Sunset Drive Miami, Florida 33179 (Principal office address)

One ADP Blvd. Roseland, New Jersey 07068 (Current mailing address)

8. Employee Leasing (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: NRAI Services, Inc. Office Address: 528 E. Park Avenue 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.

NRAI Services, Inc.

By:

Geraldine Miranda (Registered agent's signature)

Geraldine Miranda, Assistant Secretary

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:

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H04000237781

**A. DIRECTORS**

Chairman: SEE ATTACHED LIST

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHED LIST

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 Director or Officer listed in number 12 of the application)

14. ROBERT J. SINGER, ASSISTANT SECRETARY

(Typed or printed name and capacity of person signing application)

H04000237781

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**Directors, Officers Report**

**ADP TotalSource MI V, Inc.**

Wednesday, December 01, 2004

**DIRECTORS**

Robert J. Singer

Director

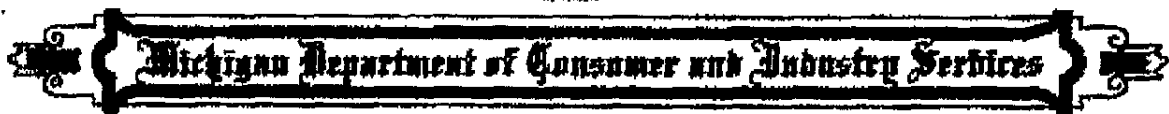
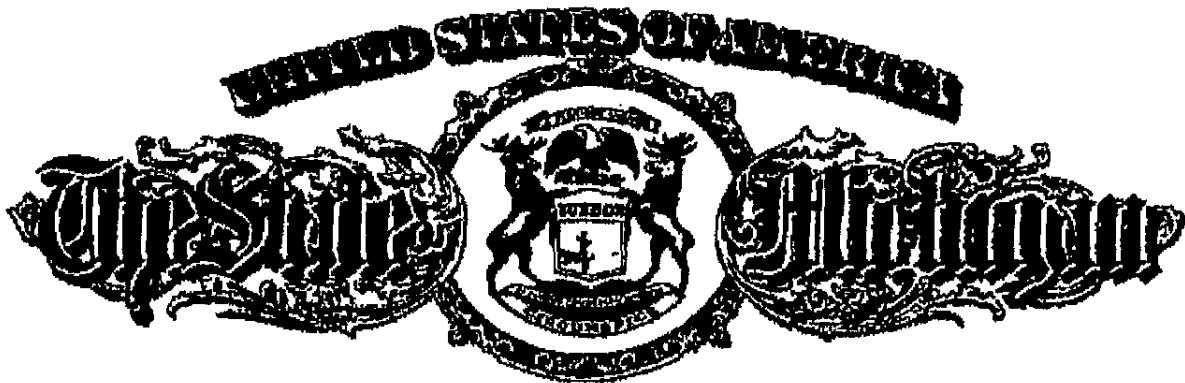
**OFFICERS**

Robert J. Singer  
William Cusato  
Carlos Rodriguez  
Peter R. Stewart

Vice President and Secretary  
Assistant Secretary  
President and COO  
Controller

H04000237781

H04000237781



Lansing, Michigan

This is to Certify That

**ADP TOTALSOURCE MI V, INC.**

was validly incorporated on February 21, 1999, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 1st day of December, 2004.

*Andrew S. Hall*, Director

Bureau of Commercial Services

**COLD SEAL APPEARS ONLY ON ORIGINAL**

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