

F08000000780

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
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060631.81973

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FOREIGN PROFIT/NONPROFIT CORPORATION

ADP TOTALSOURCE CO XXI, INC.

Certificate of Status	0
Certified Copy	1
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To: The Florida Dept. of State
Subject: 000631.81973

From: Ashley Smith

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850-617-6381

PAGE 001/001 Florida Dept of State

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February 20, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: ADP TOTALSOURCE CO XXI, INC.
REF: W08000008982

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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 CO XXI, 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. Colorado

(State or country under the law of which it is incorporated)

3. 84-1185682

(FEI number, if applicable)

4. 11/16/1991

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10200 Sunset Drive, Miami, Florida 33173

(Principal office address)

One ADP Blvd., Roseland, New Jersey 07068

(Current mailing address)

8. Professional Employer Organization

(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 NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Dr., Ste 4

Weston

(City)

Florida 33331

(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.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached Rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Rider

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. *Robert J. Singer*
(Signature of Director or Officer listed in number 12 of the application)

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

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OFFICERS

Mark Benjamin	10200 Sunset Drive, Miami, FL 33173	President
Robert J. Singer	One ADP Blvd., Roseland, NJ 07068	Vice Pres. - Secretary
David Bynes	71 Hanover Rd., Florham Park, NJ 07932	Vice Pres. - Treasurer
Sergio Fernandez	10200 Sunset Drive, Miami, FL 33173	Vice President
William F. Cueto	10200 Sunset Drive, Miami, FL 33173	Asst. Secty.

DIRECTORS

Same As above

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OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

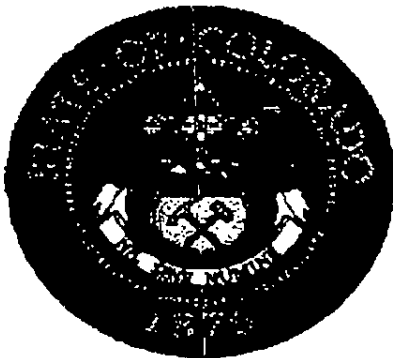
I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,
ADP TOTALSOURCE CO XXI, INC.

is a
Corporation

formed or registered on 11/18/1991 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19911093071 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 02/07/2008 that have been posted, and by documents delivered to this office electronically through 02/13/2008 @ 09:26:54 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 02/13/2008 @ 09:26:54 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7007195 .



Mike Coffman

Secretary of State of the State of Colorado

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.....End of Certificate.....

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CERT_GS_D Revised 01/02/2007

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