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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. Paycom International, Inc.
(Name of corporation must include the word "INCORPORATED," "COMPANY," or "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. California
(State or country under the law of which it is incorporated)

3. June 29, 1998 4. Perpetual
(Date of Incorporation) (Duration)

5. 94-3071955
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 100 Constitution Drive, Menlo Park, California 94025
(Current mailing address)

8. Develop, manufacture and sell products for telecommunications market resulting from fiber optic technology
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. Officers:

President See attached list of officers

Address _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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: _____
Barbara Ego
Barbara Ego (Officer)
Official Assistant Secretary
(Typed Name and Title of Officer)

12. 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.

13. FRB
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Fred A.M. Bauer, Secretary
(Name and capacity of person signing application)

Raynet International, Inc.

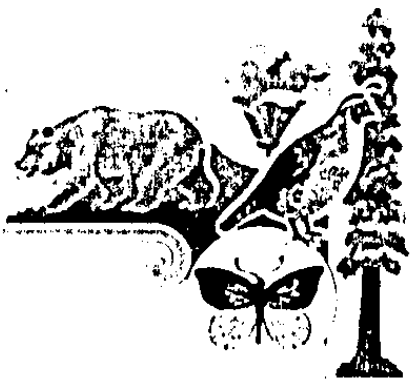
OFFICERS:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Robert G. Kelsch	300 Constitution Drive, Menlo Park CA 94025	President & CEO
Fred A. M. Bauer	300 Constitution Drive, Menlo Park CA 94025	Vice President & Secretary
Jacques O. de Labry	300 Constitution Drive, Menlo Park CA 94025	Executive Vice President
Christopher W. B. Goode	300 Constitution Drive, Menlo Park CA 94025	Executive Vice President
Fred R. McDevitt	300 Constitution Drive, Menlo Park CA 94025	Vice President
Daniel G. Meessmann	300 Constitution Drive, Menlo Park CA 94025	Vice President
John W. Perry	300 Constitution Drive, Menlo Park CA 94025	Vice President
William C. Rea	300 Constitution Drive, Menlo Park CA 94025	Executive Vice President
Helene L. Simonet	300 Constitution Drive, Menlo Park CA 94025	Vice President & CFO
Charlene W. Schoenstein	300 Constitution Drive, Menlo Park CA 94025	Assistant Secretary

DIRECTORS:

Harry O. Postlewait	300 Constitution Drive, Menlo Park CA 94025	Director
Robert J. Saldich	300 Constitution Drive, Menlo Park CA 94025	Director
Raymond J. Sims	300 Constitution Drive, Menlo Park CA 94025	Director

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CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 29th day of June, 19 88

RAYNET INTERNATIONAL, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office, and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence, and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California, and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
10th day of February, 1995

Bill Jones
BILL JONES
Secretary of State