

F 9500004681

1201 PLAYS STREET
TALLAHASSEE FLORIDA 323
80-142-8086
-222 TAX



95 SEP 27 1995

ACCOUNT NO. : 072100000032
REFERENCE : 691885 86901D
AUTHORIZATION : Patricia Pzyto
COST LIMIT : \$ 122.50

ORDER DATE : September 26, 1995

ORDER TIME : 10:51 AM

ORDER NO. : 691885

CUSTOMER NO: 86901D

000001593730

CUSTOMER: Mrs. Donna Joseph
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: ADP VEHICLE REGISTRATION, INC.

 PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

9/26
95 SEP 26 PM 1:14
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH
SUBMITTED TO REGISTERED
STATE OF FLORIDA:

FLORIDA STATUTES, THE FOLLOWING IS
CORPORATION TO TRANSACTION BUSINESS IN THE

1. ADP Vehicle Registration, 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. California 3. 95 3962539
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/28/85 5. Perpetual
(Date of Incorporation) (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. One ADP Boulevard
Roseland, NJ 07068
(Current mailing address)
8. Electronic Data Processing and other related activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.

The Prentice-Hall Corporation System, Inc.

By: Vicki Schweiber Asst VP
(Registered agent's signature)

Vicki Schweiber, Asst VP

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:

A. DIRECTORS

Chairman: see attached listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached listing

Address: _____

Vice President: _____

Address: _____

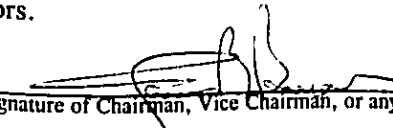
Secretary: _____

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. James B. Benson, Vice President
(Typed or printed name and capacity of person signing application)

Sep 15, 1995

Directors and Officers
ADP Vehicle Registration, Inc.

DIRECTORS:

Fred D. Anderson, Jr	Director
James B. Benson	Director
Gary C. Butler	Director
Richard J. Haviland	Director

OFFICERS:

Gary C. Butler	President
Fred D. Anderson, Jr	Vice President and Chief Financial Officer
James B. Benson	Vice President/Secretary
Richard J. Haviland	Vice President and Controller
Joseph B. Pirret	Vice President and Treasurer
Robert J. Singer	Assistant Secretary

Address: One ADP Boulevard
Roseland, NJ 07068

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 27th day of February, 1985

ADP VEHICLE REGISTRATION, 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
22nd day of September, 1995



Bill Jones
BILL JONES
Secretary of State

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DIVISION OF CORPORATIONS
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Document Number Only

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

000001943550
-09/10/96--DT119--003
*****35.00 *****35.00

ADP Vehicle Registration, Inc.

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 TALLAHASSEE FLORIDA

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other UCC Filing
- Change of S.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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9-10

9/10

John
RA Change

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of California submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ADP Vehicle Registration, Inc.

1b. The mailing address of the corporation is: One ADP Boulevard, Roseland, NJ 07068

1c. Date of incorporation: 9/26/95 Document number:

2. The name and address of the current registered agent and office: The Prentice-Hall Corporation System, Inc. 1201 Hays Street, Ste 105 Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) C T Corporation System 1200 South Pine Island Road Plantation, Florida 33324

FILED 96 SEP 10 PM 2:58 SECRETARY OF STATE TALLAHASSEE FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Patrick Nolan (Signature of an officer, chairman or vice chairman of the board)

August 14, 1996 (Date)

Patrick Nolan, Vice President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Margaret Bertosen (Signature of Registered Agent)

8/14/96 (Date)

If signing on behalf of an entity:

MARGARET BERTOSEN ASSISTANT SECRETARY

Margaret Bertosen (Typed or Printed Name)

(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314