

F9700000.5785

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TriNet Employer Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Clare Bridges
(Name of Person)
TriNet Employer Group Inc.
(Firm/Company)
101 Callan Ave. 3rd Floor
(Address)
San Leandro CA 94577
(City/State/Zip)

9/11/3
97 SEP 15 11:03
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

W97-21166

~~400002292164--3~~
-09/12/97--01120--002
*****70.00 *****70.00
~~300002308283--4~~
-10/01/97--01021--001
***3565.00 ***3565.00

Should you need to call someone concerning this matter, please call:

Douglas Devlin at (510) 297-0221
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 15, 1997

CLARE BRIDGES
TRINET EMPLOYER GROUP INC.
101 CALLAN AVE. 3RD FLOOR
SAN LEANDRO, CA 94577

SUBJECT: TRINET EMPLOYER GROUP, INC.
Ref. Number: W97000021166

RESUBMIT
Please give original
submission date as file date.

We have received your document for TRINET EMPLOYER GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6953.

Lee Rivers
Document Examiner

Letter Number: 197A00045662

97 SEP 15 AM 11:05

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DIVISION OF CORPORATIONS

DIVISION OF CORPORATIONS

97 SEP 30 PM 3:12

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 1, 1997

CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: TRINET EMPLOYER GROUP, INC.
Ref. Number: W97000021166

We have received your document for TRINET EMPLOYER GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 397A00048286

FILED
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DIVISION OF CORPORATIONS
97 SEP 15 AM 11:05

RECEIVED
97 OCT 31 PM 1:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

October 31, 1997

CSC

SUBJECT: TRINET EMPLOYER GROUP, INC.
Ref. Number: W97000021166

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 AM 11:05

Please accept our apology once again.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3565.00.

Rec'd.
10/1

Ooops!

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 097A00052976

**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. TriNet Employer Group, 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. 94-3081033
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 5, 1988 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 09/01/94
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 101 Callan Ave 3rd Floor
San Leandro CA 94577
(Current mailing address)

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
97 SEP 15 AM 11:30S

8. As a Professional Employer Organization. we are there to preform out-sourced HR services for companies who subscribe to our services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

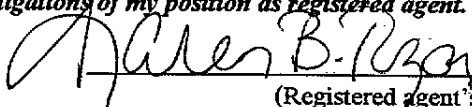
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

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



(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATE AFFAIRS
97 SEP 15 AM 11:05

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Martin Babinec

Address: 516 Beverly Ave

San Leandro CA 94577

Vice President: Deisy Bach

Address: 26 Inverness Court

San Ramon CA 94583

Secretary: Krista Babinec

Address: 516 Beverly Ave

San Leandro CA 94577

Treasurer: CFO Douglas P Devlin

Address: 502 Beverly Ave

San Leandro CA 94577

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

13. Douglas P. Devlin, CFO

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas P. Devlin, CFO

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

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
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DIVISION OF CORPORATIONS
97 SEP 15 AM 11:05

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

That on the 5th day of December, 19 88,

TRINET EMPLOYER GROUP, 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 day of

August 29, 1997.



Bill Jones

Secretary of State