

# F98000005846

Document Number Only

C T Corporation System  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301  
City State Zip Phone

900002668009-1  
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## CORPORATION(S) NAME

ProBusiness Services, Inc.

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| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Foreign            | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Call When Ready    |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready               |   |   |
| <input checked="" type="checkbox"/> Walk In            |   |   |
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JOEY

# 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. ProBusiness Services, 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. Delaware

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

3. 94-2976066

(FEI number, if applicable)

4. November 11, 1996

(Date of incorporation)

5. Perpetual

(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 817.156, F.S.))

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7. 4125 Hopyard Road, Pleasanton, California 94588

(Current mailing address)

8. Employee Administrative Services for large employers

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. 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

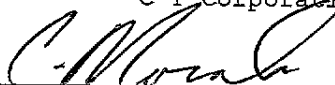
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

C. Morales

Special Asst. Secretary

(Type Name and Title of Officer)

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: Thomas Sinton

Address: 4125 Hopyard Road

Pleasanton, California 94588

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

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of officers

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

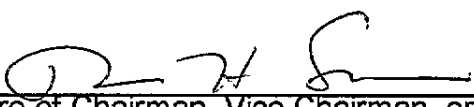
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Treasurer: \_\_\_\_\_

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. Thomas Sinton, President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of  
ProBusiness Services, Inc.**

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1. Thomas Sinton  
4125 Hopyard Road  
Pleasanton, California 94588
2. William T. Clifford  
Gartner Group, 56 Top Gallant Road  
Stamford, Connecticut 06904
3. David C. Hodgson  
General Atlantic Service Corporation, 3 Pickwick Plaza  
Greenwich, Connecticut 06830
4. Ronald W. Readmond  
WIT Capital Group, 826 Broadway, 6th Fl.  
New York, N.Y. 10003
5. Thomas P. Roddy  
Lafayette Investments, Inc. 655 Fifteenth St., N.W.  
Washington, D.C. 20005

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
ProBusiness Services, Inc.**

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1. Thomas Sinton, President, CEO, Chairman of the Board  
4125 Hopyard Road  
Pleasanton, California 94588
2. Jeffrey M. Bizzack, Senior Vice President, Sales  
4125 Hopyard Road  
Pleasanton, California 94588
3. Leslie A. Johnson, Senior Vice President Client Services  
4125 Hopyard Road  
Pleasanton, California 94588
4. Steven E. Klei, Senior Vice President Finance, CFO, Secretary  
4125 Hopyard Road  
Pleasanton, California 94588
5. Robert E. Schneider, Senior Vice President Research & Development  
4125 Hopyard Road  
Pleasanton, California 94588

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State of Delaware  
Office of the Secretary of State

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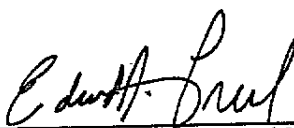
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROBUSINESS SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9358330

DATE: 10-16-98