

M02000001785

CT CORPORATION

CORPORATION(S) NAME

Fidelity Employer Services Company LLC

☐ Profit	☐ Amendment	☐ Merger
☐ Nonprofit		
☒ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☒ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☐ Certified Copy	☐ Photocopies	☐ CUS
☐ Call When Ready	☐ Call If Problem	☐ After 4:30
☒ Walk In	☐ Will Wait	☒ Pick Up
☐ Mail Out		

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

7/8/02

Order#: 5464575

Ref#: _____

Amount: \$ _____

DIVISION OF CORPORATION

02 JUL -8 PM 3:18

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL -9 PM 2:18

FILED

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****125.00 ****125.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

7/9
CCH

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Fidelity Employer Services Company LLC
(Name of foreign limited liability company)
2. Delaware 3. 04-3523437
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 8, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. August 1, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 82 Devonshire Street, Boston, MA 02109

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

<u>Stephen P. Jonas</u>	<u>82 Devonshire Street, Boston, MA 02109</u>
<u>Clare S. Richer</u>	<u>82 Devonshire Street, Boston, MA 02109</u>
<u>Peter J. Smail</u>	<u>82 Devonshire Street, Boston, MA 02109</u>

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Employer and Payroll Processing
Service

Susan Sturdy
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Fidelity Global Brokerage Group Inc., Member. Susan Sturdy, Asst. Secretary
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Fidelity Employer Services Company LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 S. Pine Island Rd.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

33324

FL

City/State/Zip

TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Connie Bryan

(Signature)

Connie Bryan, Special Asst. Secy.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

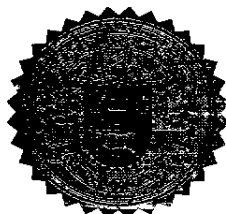
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIDELITY EMPLOYER SERVICES COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3236165 8300

AUTHENTICATION: 1860594

020423348

DATE: 06-28-02