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ACCOUNT NO. : 072100000032

REFERENCE : 651420 7189258

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 125.00

ORDER DATE : July 3, 2002

ORDER TIME : 11:23 AM

ORDER NO. : 651420-010

CUSTOMER NO: 7189258

CUSTOMER: Ms. Cheryl A. Smolyn  
Maselli Warren, P.c.  
600 Alexander Road

Princeton, NJ 08540

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CHECKPOINT HR HOLDINGS ONE,  
LLC

XXXX QUALIFICATION (TYPE: LL)

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name Availability	xx
Document Examiner	DCC
Updater	CONTACT PERSON: Norma Hull -- EXT# 1115
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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EXAMINER: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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4 pages

**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. CHECKPOINT HR HOLDINGS ONE, LLC  
(Name of foreign limited liability company)
- 2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. \_\_\_\_\_  
(FEI number, if applicable)
- 4. JULY 3, 2002  
(Date of Organization)
- 5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. UPON QUALIFICATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 2035 Lincoln Highway, Ste 1080, Edison, NJ 08817  
(Street address of principal office)

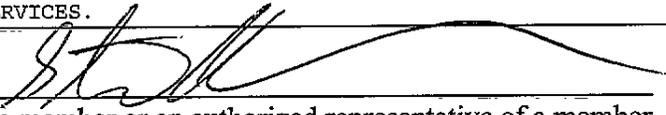
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
- STEVEN ROSENTHAL, MGMR 2035 LINCOLN HIGHWAY, STE 1080, EDISON, NJ 08817
  - TIMOTHY PADVA, MGMR 2035 LINCOLN HIGHWAY, STE 1080, EDISON, NJ 08817
  - DAVID FLOOK, MGMR 2035 LINCOLN HIGHWAY, STE 1080, EDISON, NJ 08817

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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: HUMAN RESOURCE AND PAYROLL SERVICES.

  
\_\_\_\_\_  
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.)  
STEVEN ROSENTHAL  
\_\_\_\_\_  
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:

CHECKPOINT HR HOLDINGS ONE, LLC

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

Corporation Service Company  
(Name)

1201 Hays Street  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

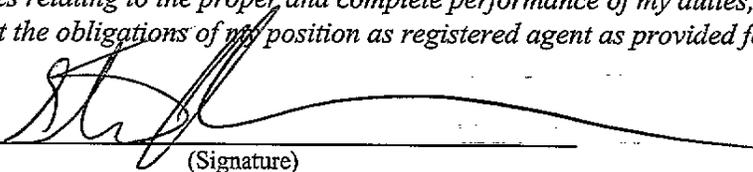
Tallahassee FL 32301  
(City/State/Zip)

SECRETARY OF STATE  
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.*

  
(Signature)

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

# Delaware

PAGE 1

*The First State*

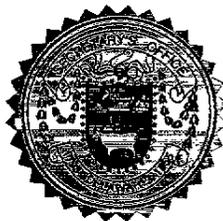
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHECKPOINT HR HOLDINGS ONE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHECKPOINT HR HOLDINGS ONE, LLC" WAS FORMED ON THE THIRD DAY OF JULY, A.D. 2002.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1867547

DATE: 07-03-02