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AKERMAN SENTERFITT

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From: Rosa Wong, Paralegal

Account Name : AKERMAN SENTERFITT (MIAMI)
 Account Number : 075471001363
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FLORIDA PROFIT/NON PROFIT CORPORATION

NEPTUNE MERGERSUB, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
NEPTUNE MERGERSUB, INC.

ARTICLE I

The name of the corporation is Neptune MergerSub, Inc. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is One ADP Boulevard, Roseland, New Jersey 07068.

ARTICLE III

The purpose for which the corporation is organized to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 2731 Executive Park Drive, Suite 4, Westin, Florida 33331 and the name of its initial registered agent at such office is National Registered Agents, Inc.

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ARTICLE VI

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The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the name and address of the members of the initial Board of Directors who will serve as the Corporation's director until their successors are duly elected and qualified is:

James B. Benson
One ADP Boulevard
Roseland, New Jersey 07068

Christopher R. Reidy
One ADP Boulevard
Roseland, New Jersey 07068

Robert J. Singer
One ADP Boulevard
Roseland, New Jersey 07068

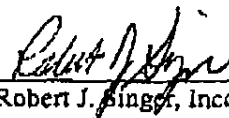
ARTICLE VII

The name of the Incorporator is Robert J. Singer and the address of the Incorporator is One ADP Boulevard, Roseland, New Jersey 07068.

ARTICLE VIII

This Corporation shall indemnify the officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, has signed these Articles of Incorporation this 4th day of March, 2009.


Robert J. Singer, Incorporator

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CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Neptune MergerSub, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of March, 2009.

National Registered Agents, Inc.
Registered Agent

By: *Dalia Taliento*
Name: Dalia Taliento
Title: Assistant Secretary

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