

P93000086357

**NewCo Corporate Services, Inc.**

Empire State Building  
350 Fifth Avenue, Suite 6017  
New York, NY 10118-6099

Telephone: (212) 220-3970

Internet Address: dtalie350@aol.com

Fax: (212) 220-3929

March 31, 1998

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

000002479570-0  
-04/06/98-01046-004  
\*\*\*\*140.00 \*\*\*\*\*37.00

**RE: ADP Totalsource, Inc.  
ADP Totalsource I, Inc.  
ADP Totalsource II, Inc.  
ADP Totalsource III, Inc.  
Change of Agent - Florida**

98 APR -6 AM 8:26  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find Certificate of Change of Registered Office/Registered Agent on behalf of the above entity.

Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there are any problems, please contact the undersigned immediately at the following toll-free number 1-888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely,

  
Gerri Mirando  
Senior Specialist

VS APR 13 1998

RA Chg.

Encls.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: ADP TotalSource, Inc.

1b. Date of incorporation: 12/16/93 Document number P93000086357

2. The name and address of the current registered agent and office:  
The CT Corporation System: 1200 South Pine Island Road  
Plantation, FL 33324

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
NRAI Services, Inc.  
526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
SIGNATURE  
March 25, 1998  
DATE

**ROBERT J. SINGER, ASSISTANT SECRETARY**  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 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.

NRAI Services, Inc.  
SIGNATURE BY: [Signature]  
(Registered Agent)  
DATE March 30, 1998

FILING FEE: \$35.00

CR2E045 (7-91)

FILED  
98 APR -6 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA