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BASIC AMENDMENT
ADP TOTALSOURCE III, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADP TOTALSOURCE III, INC.**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of ADP TOTALSOURCE III, INC., originally filed with the Secretary of State of the State of Florida on March 18, 1991, are hereby amended and restated in their entirety as of the 10th day of August, 2005 as follows:

**ARTICLE I
NAME**

The name of the corporation is ADP TOTALSOURCE III, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 10200 Sunset Drive, Miami, FL 33173.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$0.001 par value per share, of common stock. 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 IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2731 Executive Park Drive, Suite 4, Weston, FL 33331. The name of the Corporation's registered agent at that office is NRAI Services, Inc.

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

The foregoing amendment and restatement was adopted on June 30, 2005 pursuant to the written consent of the Sole Director and the Sole Shareholder of the Corporation pursuant to the

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provisions of Section 607.0704, 607.0821, 607.1003 and 607.1007 of the Florida Business Corporation Act. The number of votes cast for the amendment and restatement was sufficient for approval.

The effective time and date of these Amended and Restated Articles of Incorporation shall be upon its filing with the Florida Department of State.

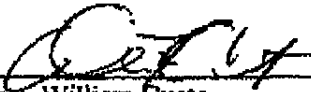
[Signature on the following page]

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on June 30, 2005.

ADP TOTALSOURCE III, INC.

By: 
Name: William Cueto
Title: Assistant Secretary

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