

State of South Dakota

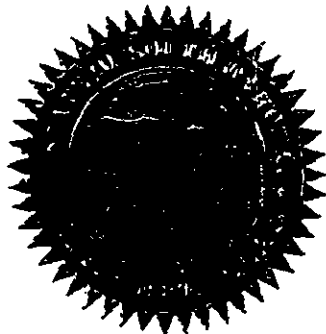


OFFICE OF THE SECRETARY OF STATE

Certificate of Authority Limited Liability Company

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **ADP TOTALSOURCE MI VI, LLC (MI)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application for certificate of authority.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this November 9, 2000.

Joyce Hazeltine
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4556

CERTIFICATE OF AUTHORITY APPLICATION
OF A
FOREIGN LIMITED LIABILITY COMPANY

RECEIVED
NOV 03 2000
12/8/00

S.D. SEC. OF STATE

1. The name of the foreign limited liability company is: ADP TOTALSOURCE MI VI, LLC

2. The name of the state or country under whose law it is organized is: Michigan

3. The street address of its principal office is: 10200 Sunset Drive, Miami, FL 33173

4. The address of its initial designated office in South Dakota is: _____

300 South Phillips Avenue, Suite 300 Sioux Falls SD 57102

5. The name and street address of its initial agent for service of process in South Dakota is: National Registered Agents, Inc.

300 South Phillips Avenue, Suite 300

Sioux Falls, SD 57102

6. The date of organization is: May 11, 1999, and the period of duration is: Perpetual

7. If the company is manager-managed, rather than member-managed, the name and address of each initial manager:

See Attached

8. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c).

n/a

The application must be signed by a member if the company is a member-managed company or by a manager if its a manager-managed company.

Date: 10/3/00

(Signature and Title)

Robert J. Singer, manager

FILING INSTRUCTIONS:

- The application for authority must be accompanied by the first Annual Report.
- One original and one exact or conformed copy must be submitted.
- The application must be accompanied by an original, currently dated *Certificate of Good Standing or Existence* from the Secretary of State in the state where it is organized.

callc.pdf

2600805
927124

0012305.1090
12/8/00

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

Carlos Rodriguez
Primary Address: 10200 Sunset Drive
Miami, FL 33173

Carlos Saladrigas
Primary Address: 10200 Sunset Drive
Miami, FL 33173

Sergio Fernandez
Primary Address: 10200 Sunset Drive
Miami, FL 33173

Gregory Busko
Primary Address: 5800 Windward Parkway
Alpharetta, GA 30005

William Cueto
Primary Address: 10200 Sunset Drive
Miami, FL 33173

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

**FIRST ANNUAL REPORT
OF A
LIMITED LIABILITY COMPANY**

0012305.1090
12/8/00

1. The name of the Limited Liability Company is: ADP TOTALSOURCE MI VI, LLC
2. The state or country under whose law it is organized is: Michigan
3. The address of its registered office and the name and address of its registered agent for service of process in South Dakota is:
National Registered Agents, Inc.
300 South Phillips Avenue, Suite 300
Sioux Falls, SD 57102
4. The address of its principal office is: 10200 Sunset Drive, Miami, FL 33173
5. The names and business addresses of any managers:

See Attached

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ \$50,000.

Date: 10/31/00

Robert J. Surgen, Manager

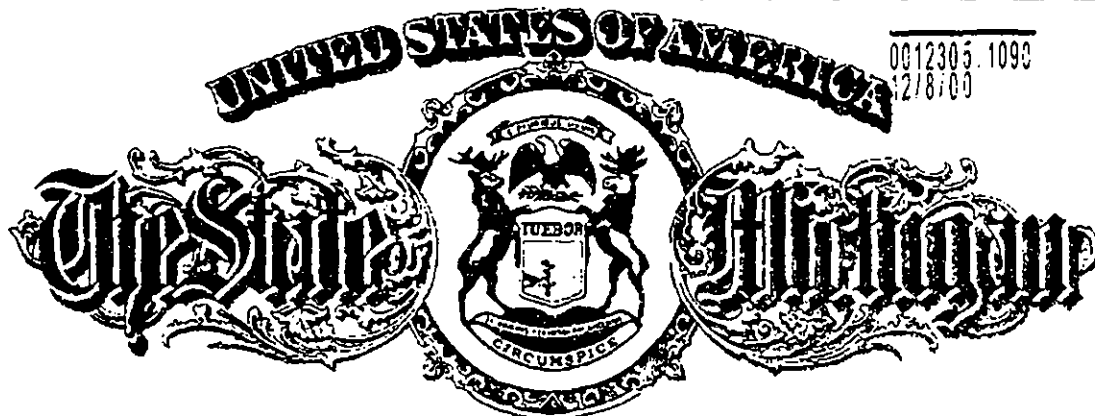
(Signature and Title)

*** FILING FEE:**

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$ 90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150 for first \$100,000 plus \$.50 for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000.).

llcar.doc



0012305.1090
12/8/00



Lansing, Michigan

This is to Certify That

ADP TOTALSOURCE MI VI, LLC

a Michigan limited liability company, filed Articles of Organization in this office on May 11, 1999.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of October, 2000.

, Director

171L 0527562

Bureau of Commercial Services

0012305.1090
12/8/00

Receipt Number: 927126
File Number FL000805

CERT OF AUTHORITY

For

ADP TOTALSOURCE MI VI, LLC (MI)

Filed at the request of:

MARILYN PERSON
819 W THIRD
Pierre SD 57501

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: Thursday, November 09, 2000


Secretary of State

Fee Received: \$90 contribution \$50,000

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605) 773-4845
Fax (605) 773-4550

ANNUAL REPORT
FOREIGN L.L.C.
PLEASE TYPE OR USE BLACK INK

FILE DATE 11-21-01
RECEIVED
RECEIVED
NOV 21 01
NOV 5 04

1. L.L.C. Name and Mailing Address:

FL-000805 NOV/0000
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI FL 33173-3033

Telephone # 305-430-1058
FAX # 305-430-1058
Federal Taxpayer ID
FILING DATE: Due during the month the
Certificate of Authority was issued, and
delinquent after the last day of the following
month.

2. The state or country under whose law it is organized is: Michigan

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

300 South Phillips Avenue, Suite 300
SiouxFalls, SD 57102

NATIONAL REGISTERED ACCOUNTS, INC.

4. The address of its principal office is: 10800 Sunset Drive, Miami, Florida 33173

5. The names and business addresses of any managers:

DANLOS RODRIGUEZ 10200 Sunset Drive, Miami, Florida 33173
Robert Singer One Pop Blvd, Roseburg, ND 58005
Sergio Fernandez 10200 Sunset Drive, Miami, Florida 33173
William Queiro 10200 Sunset Drive, Miami, Florida 33173

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ 50,000

Date: 10.31.01

(Signature and Title) Assistant Secretary

The information must be current as of the date the annual report is signed on behalf of the limited liability company. Manager
The annual report must be signed by a manager of a manager-managed company, or a member of a member-managed company. It must
state adjacent to the signature the name and capacity of the signer.

* FILING FEE: \$50

If the report reflects additional contributions in excess of those stated in the prior report, an additional fee is due to make the total sum equal to the fee
due on the below listed fee schedule.

AGREED CONTRIBUTION

Not in excess of \$50,000
\$50,001 to \$100,000
In excess of \$100,000

FEE
\$ 90
\$150
\$150

for first \$100,000 plus \$.50
for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000).

2002

ANNUAL REPORT

FOREIGN LLC.
PLEASE TYPE OR USE BLACK INK

FILE DATE 12-11-02
RECEIPT NO. 11106928

1. LLC Name and Mailing Address:



FL-000805 NOV/2001
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI FL 33173-3033

Telephone # 305-630-1000
FAX # 305-630-3508
Federal Taxpayer ID # _____
FILING DATE: Due during the month the Certificate
of Authority was issued, and delinquent after the
last day of the following month.

ADP TOTALSOURCE

OC 2002

ACCOUNTING TAX
DEPARTMENT

Rich. Gun

2. The state or country under whose law it is organized is:

2. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

300 BOXING PHILIP'S DANCE SUNDAY 300
SIERRA FALLS SD 57102

4. The address of its principal office is: 6000 Sunset Drive, Miami, FL 33133

5. The names and business addresses of any managers:

Charles "Red" Wolfe 10000 Sunset Drive, Miami, FL 33173
 Sergio Fernandez 10000 Sunset Drive, Miami, FL 33173
 Robert Baker One NYP Blvd, Rosemead, CA 91061
 William Cullen 10000 Sunset Drive, Miami, FL 33173

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ \$50,000

Dated

10/21/2022

(Signature and Title)

The information must be current as of the date the annual report is signed on behalf of the limited liability company.

The annual report must be signed by a manager of a manager-managed company, or a member of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

* FILING FEE: \$50

If the report reflects additional contributions in excess of those stated in the prior report, an additional fee is due to make the total sum equal to the fee due on the below listed fee schedule.

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$ 90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150

*for first \$100,000 plus \$.50
for each additional \$1,000*

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000.).

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845 FAX (605) 773-4550
www.state.sd.us/sos/sos.htm

Annual Report Foreign
LFC - FBLLCAR.DOC

2003**ANNUAL REPORT**FOREIGN L.L.C.
PLEASE TYPE OR USE BLACK INKFILE DATE 11-4-03
RECEIPT NO. 1264620
RECEIVED
NOV 04 03
S.D. SEC. OF STATE

1. L.L.C. Name and Mailing Address:

* FL-000805 *
FL-000805 NOV/2002
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI FL 33173-3033**RECEIVED**

OCT 22 2003

LEGAL DEPARTMENT

Telephone # 305-630-1000FAX # 305-630-2008Federal Taxpa
FILING DATE: Due during the month the Certificate
of Authority was issued, and delinquent after the
last day of the following month.2. The state or country under whose law it is organized is: MICHIGAN

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

National Registered Agents, Inc.300 South Phillips Avenue, Suite 300Sioux Falls, SD 57104-63224. The address of its principal office is: 10200 Sunset Drive, Miami FL 33173

5. The names and business addresses of any managers:

Robert Singer - One ASP Blvd, Roseland, NJ 07068Carlos Rodriguez - 10200 Sunset Drive, Miami, FL 33173Peter Stewart - 10200 Sunset Drive, Miami, FL 33173William Cuato - 10200 Sunset Drive, Miami, FL 331736. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ 25,000

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be signed by a manager of a manager-managed company, or a member of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated 10/23/2003W. Cuato
(Signature and Title)**FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS**

* If the report reflects additional contributions in excess of those stated in the prior report, an additional fee is due, less the previous fee already paid on contributions, to make the cumulative fee equal to the filing fee due on the fee schedule listed below.

Total agreed contributions.....	25,000	or less	\$100
Over \$25,000 and not exceeding	100,000		125
Over \$100,000 and not exceeding	500,000		200
Over \$500,000 and not exceeding	1,000,000		300
Over \$1,000,000 and not exceeding	1,500,000		400
Over \$1,500,000 and not exceeding	2,000,000		500
Over \$2,000,000 and not exceeding	2,500,000		600
Over \$2,500,000 and not exceeding	3,000,000		700
Over \$3,000,000 and not exceeding	3,500,000		800
Over \$3,500,000 and not exceeding	4,000,000		900
Over \$4,000,000 and not exceeding	4,500,000		1,000
Over \$4,500,000 and not exceeding	5,000,000		1,100
For each additional \$500,000, \$250 in addition to \$1,100			

The maximum amount charged under this subsection together with any subsequent payments may not exceed sixteen thousand dollars

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.state.sd.us/sosAnnual Report Foreign
LLC - FBLLCAR.DOC
Revised 7/03

0075008

0075008

0075008

2003**ANNUAL REPORT**FOREIGN L.L.C.
PLEASE TYPE OR USE BLACK INKFILE DATE 11-4-03
RECEIPT NO. 1264620
RECEIVED
NOV 04 03
S.D. SEC. OF STATE

1. L.L.C. Name and Mailing Address:

* FL-000805 *
FL-000805 NOV/2002
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI FL 33173-3033**RECEIVED**

OCT 22 2003

LEGAL DEPARTMENT

Telephone # 305-630-1000FAX # 305-630-2002

Federal Tax:

FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

2. The state or country under whose law it is organized is: MICHIGAN

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

National Registered Agents, Inc.300 South Phillips Avenue, Suite 300Sioux Falls, SD 57104-63224. The address of its principal office is: 10200 Sunset Drive, Miami FL 33173

5. The names and business addresses of any managers:

Robert Singer - One ASP Blvd, Roseland, NJ 07068Carlos Rodriguez - 10200 Sunset Drive, Miami, FL 33173Peter Stewart - 10200 Sunset Drive, Miami, FL 33173William Cuato - 10200 Sunset Drive, Miami, FL 331736. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ 25,000

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be signed by a manager of a manager-managed company, or a member of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated 10/23/2003W. Cuato
(Signature and Title)**FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS**

* If the report reflects additional contributions in excess of those stated in the prior report, an additional fee is due, less the previous fee already paid on contributions, to make the cumulative fee equal to the filing fee due on the fee schedule listed below.

Total agreed contributions.....	25,000	or less	\$100
Over \$25,000 and not exceeding.....	100,000		125
Over \$100,000 and not exceeding.....	500,000		200
Over \$500,000 and not exceeding.....	1,000,000		300
Over \$1,000,000 and not exceeding.....	1,500,000		400
Over \$1,500,000 and not exceeding.....	2,000,000		500
Over \$2,000,000 and not exceeding.....	2,500,000		600
Over \$2,500,000 and not exceeding.....	3,000,000		700
Over \$3,000,000 and not exceeding.....	3,500,000		800
Over \$3,500,000 and not exceeding.....	4,000,000		900
Over \$4,000,000 and not exceeding.....	4,500,000		1,000
Over \$4,500,000 and not exceeding.....	5,000,000		1,100
For each additional \$500,000, \$250 in addition to \$1,100			

The maximum amount charged under this subsection together with any subsequent payments may not exceed sixteen thousand dollars

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.state.sd.us/sosAnnual Report Foreign
LLC - FBLLCAR.DOC
Revised 7/03

0075008

0075008

0075008

2004**ANNUAL REPORT**FOREIGN L.L.C.
PLEASE TYPE OR USE BLACK INK**FILING FEE: \$50** ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. L.L.C. Name and Mailing Address:

* F I 0 0 0 8 0 5 *
FL000805 NOV/2003
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI FL 33173-3033Telephone # 305-630-1242FAX # 305-630-6242

Federal Taxpa

FILING DATE: Due during the month the Certificate
of Authority was issued, and delinquent after the last
day of the following month.FILE DATE 11/22/04
RECEIPT NO. 1379687

RECEIVED

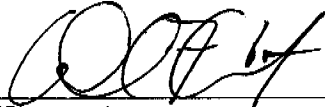
NOV 22 '04

~~S.D. SEC. OF STATE~~2. The state or country under whose law it is organized is: MICHIGAN

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

NATIONAL REGISTERED AGENTS Inc.300 So. Phillips Avenue; Suite 300SIoux FALLS, SD 57104-63224. The address of its principal office is: 10200 Sunset DriveMIAMI FL 33173

5. The names and business addresses of any managers:

CARLOS RODRIGUEZ, 10200 Sunset Drive, MIAMI, FL 33173Robert Singer - One ADPBLVD, ROSELAND, NJ 07068William Cueto - 10200 Sunset Drive, MIAMI, FL 331736. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ 25,000The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be **signed** by a **manager** of a manager-managed company, or a **member** of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.Dated 11-15-2004
(Signature)Asst. Secretary
(Title)RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.sdsos.govAnnual Report Foreign
LLC - FBLLCAR.DOC
Revised 7/04

242 3353 11/09/2005

2005

ANNUAL REPORT

FOREIGN L.L.C.
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. L.L.C. Name and Mailing Address:



* F L 0 0 0 8 0 5 *
FLO00805 NOV/2004
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI FL 33173-3033

ADP TOTALSOURCE

ACCOUNTING DEPARTMENT

Telephone #
FAX #

305-630-1000

FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

FILE DATE 11/01/05
RECEIPT NO 1492316
NOV 01 '05
S.D. SEC. OF STATE

2. The state or country under whose law it is organized is:

Michigan

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

National registered agents

300 S. Phillips Ave Suite 300

Sioux Falls, SD 57102

4. The address of its principal office is:

10200 Sunset Drive Miami, FL 33173

5. The names and business addresses of any managers:

Carlos Rodriguez President 6200 Sunset Drive Miami, FL 33173

Robert Singer Secretary/Director One ADP Blvd. Roseland, NJ 07068

William Cueto Asst. Secretary 10200 Sunset Drive Miami, FL 33173

Sergio Fernandez CFO 10200 Sunset Drive Miami, FL 33173

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be **signed** by a **manager** of a manager-managed company, or a **member** of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated

10/19/05

Signature

William Cueto
Printed Name

Assistant Secretary
Title

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.sdsos.gov

256 3149 12/27/2006

2006

ANNUAL REPORT

ADP TOTALSOURCE

FOREIGN L.L.C.
PLEASE TYPE OR USE BLACK INK

OCT 30 2006

FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

DIV TAX ACCTG

FILE DATE 12/13/06

RECEIPT NO. 162079

RECEIVED

DEC 13 2006

S.D. SEC. OF STATE

1. L.L.C. Name and Mailing Address:



* FL000805 *
FL000805 NOV/2005
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI FL 33173-3033

Telephone # (305) 630-1000
FAX # _____

FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

2. The state or country under whose law it is organized is: Michigan

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

National Registered Agents

300 S. Phillips Ave Ste. 300

Sioux Falls, SD 57102

4. The address of its principal office is: 10200 Sunset Dr. Miami, FL 33173

5. The names and business addresses of any managers:

Carlos Rodriguez - President - 10200 Sunset Dr. Miami, FL 33173
Robert Singer - Secretary/Director - One ADP Blvd, Roseland NJ 07068
William Cuetto - Assistant Secretary - 10200 Sunset Dr. Miami, FL 33173
Sergio Fernandez - CFO - 10200 Sunset Dr. Miami, FL 33173

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be **signed** by a **manager** of a manager-managed company, or a **member** of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated 11/21/06

[Signature]
Signature

William Cuetto
Printed Name

Assist Secretary
Title

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.sdsos.gov

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
F (605)773-4550
www.sdsos.gov

2007

ANNUAL REPORT
FOREIGN L.L.C.
PLEASE TYPE OR USE BLACK INK

FILE DATE 11/01/07
RECEIPT NO. 4725984
RECEIVED
OCT 15 2007
S.D. SEC. OF STATE

FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. L.C. Name and Mailing Address:

FL000805
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI FLORIDA 33173-3033

Telephone # (305) 630-1000

FAX # _____

FILING DATE: Due during the month the
Certificate of Authority was issued, and
delinquent after the last day of the following
month.

2. The state or country under whose law it is organized is: MICHIGAN

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

NATIONAL REGISTERED AGENTS
300 S. PHILLIPS AVE SUITE 300
SIOUX FALLS, SD 57102

4. The address of its principal office is:

10200 SUNSET DRIVE MIAMI FLORIDA 33173

5. The names and business addresses of any managers:

MARK BENJAMIN-PRESIDENT
ROBERT SINGER-SECRETARY/DIRECTOR
WILLIAM CUETO-ASST. SECRETARY
DAVID BYRNES-TREASURER

10200 SUNSET DRIVE MIAMI FL 33173
ONE ADP BLVD ROSELAND NJ 07068
10200 SUNSET DRIVE MIAMI FL 33173
71 HANOVER RD, ROSELAND NJ 07932

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be **signed** by a **manager** of a manager-managed company, or a **member** of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Date: 10/12/07

(Signature)

(Title)

File Number

FL000805



COMMERCIAL REGISTERED AGENT REGISTRATION NOTICE

For

ADP TOTALSOURCE MI VI, LLC

Filed at the request of:

NATIONAL REGISTERED AGENTS, INC.
300 SOUTH PHILLIPS AVENUE
SUITE 300
SIOUX FALLS, SD 57104-6322

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Wednesday, August 6, 2008**

A handwritten signature in cursive script that reads "Chris Nelson".

Secretary of State

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT FOREIGN L.L.C.

Please Type or Print Clearly in Ink

FILING FEE: \$50 Make check payable to SECRETARY OF STATE

FILE DATE 11/21/08
RECEIPT NO 1857038
RECEIVED
NOV 27 2008
S.D. SEC. OF STATE

Telephone # _____
FAX # _____
FILING DATE: Due during the month
the Certificate of Authority was issued,
and delinquent after the last day of the
following month.

1. L.L.C. ID and Name:

FL000805

ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI, FL 33173

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office in or out of the State of South Dakota.

10200 SUNSET DRIVE MIAMI, FL 33173			
Street Address	City	State	ZIP+4
10200 SUNSET DRIVE MIAMI, FL 33173			
Mailing Address (Optional)	City	State	ZIP+4

4. The name of the South Dakota Registered Agent NATIONAL REGISTERED AGENTS

300 SOUTH PHILLIPS AVE STE 300	SIOUX FALLS	SD	57102
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
Mailing Address (Optional - Required to be a South Dakota Address)	City	State	ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed the names and addresses of the members need not be set forth.

MARK BENJAMIN	71 HANOVER RD	FLORHAM PARK	NJ	07932
Manager	Street Address	City	State	ZIP+4
ROBERT SINGER	ONE ADP BLVD	ROSELAND	NJ	07068
Manager	Street Address	City	State	ZIP+4
MIKE BURNS	71 HANOVER RD	FLORHAM PARK	NJ	07932
Manager	Street Address	City	State	ZIP+4

Dated 11/20/08

(Signature of an authorized manager or member)

WILLIAM CUETO
(Printed Name)

ASSISTANT SECRETARY
(Title)

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT FOREIGN L.L.C.

Please Type or Print Clearly in Ink

FILING FEE: \$50 Make check payable to SECRETARY OF STATE

FILE DATE 11/25/09
RECEIPT NO 1971075

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NOV 25 2009

S.D. SEC. OF STATE

1. L.L.C. ID and Name:

FL000805

ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI, FL 33173

Telephone # _____

FAX # _____

FILING DATE: Due during the month
the Certificate of Authority was issued,
and delinquent after the last day of the
following month.

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office in or out of the State of South Dakota.

10200 SUNSET DRIVE MIAMI, FL 33173

Street Address	City	State	ZIP+4
----------------	------	-------	-------

10200 SUNSET DRIVE MIAMI, FL 33173

Mailing Address (Optional)	City	State	ZIP+4
----------------------------	------	-------	-------

4. The name of the South Dakota Registered Agent NATIONAL REGISTERED AGENTS INC

300 SOUTH PHILLIPS AVE STE 300

SIoux FALLS

SD

57102

Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
--	------	-------	-------

Mailing Address (Optional - Required to be a South Dakota Address)	City	State	ZIP+4
--	------	-------	-------

5. The names and business addresses of its managers. If the L.L.C. is member-managed the names and addresses of the members need not be set forth.

MARK BENJAMIN	71 HANOVER RD	FLORHAM PARK	NJ	07932
---------------	---------------	--------------	----	-------

Manager	Street Address	City	State	ZIP+4
---------	----------------	------	-------	-------

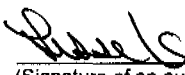
WILLIAM CUETO	10200 SUNSET DRIVE	MIAMI	FL	33173
---------------	--------------------	-------	----	-------

Manager	Street Address	City	State	ZIP+4
---------	----------------	------	-------	-------

MIKE BURNS	71 HANOVER RD	FLORHAM PARK	NJ	07932
------------	---------------	--------------	----	-------

Manager	Street Address	City	State	ZIP+4
---------	----------------	------	-------	-------

Dated 11-23-09


(Signature of an authorized manager or member)

LISSE KRAVETZ

(Printed Name)

ASSISTANT SECRETARY

(Title)

FL000800

FL000805

ADP TOTALSOURCE INC. & SUBSIDIARIES
OFFICERS/CONTROLLING PERSONS

Mark D Benjamin	President	71 Hanover Rd,	Florham Park, NJ 07932	0% ownership
William Cueto	Secretary	10200 Sunset Drive,	Miami, FL 33173	0% ownership
Mike Burns	CFO/Treasurer	71 Hanover Rd,	Florham Park, NJ 07932	0% ownership
Sergio Fernandez	Vice President	10200 Sunset Drive,	Miami, FL 33173	0% ownership
Lisse Kravetz	Asst. Secretary	10200 Sunset Drive,	Miami, FL 33173	0% ownership

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT FOREIGN L.L.C.

Please Type or Print Clearly in Ink

FILING FEE: \$50 Make check payable to SECRETARY OF STATE

1. L.L.C. ID and Name:

FL000805

ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI, FL 33173

FILE DATE 11/22/10
RECEIPT NO 2090439
RECEIVED
NOV 22 2010
S.D. SEC. OF STATE

Telephone # _____
FAX # _____
FILING DATE: Due during the month
the Certificate of Authority was issued,
and delinquent after the last day of the
following month.

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office in or out of the State of South Dakota.

10200 Sunset Drive, Miami, FL 33173

Street Address	City	State	ZIP+4
----------------	------	-------	-------

10200 Sunset Drive, Miami, FL 33173

Mailing Address (Optional)	City	State	ZIP+4
----------------------------	------	-------	-------

4. The name of the South Dakota Registered Agent NATIONAL REGISTERED AGENTS INC

300 SOUTH PHILLIPS AVENUE, SUITE 300

SIOUX FALLS

SD

57102

Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
--	------	-------	-------

Mailing Address (Optional - Required to be a South Dakota Address)	City	State	ZIP+4
--	------	-------	-------

5. The names and business addresses of its managers. If the L.L.C. is member-managed the names and addresses of the members need not be set forth.

MARK BENJAMIN	71 HANOVER ROAD	FLORHAM PARK	NJ	07932
Manager	Street Address	City	State	ZIP+4
WILLIAM CUETO	10200 SUNSET DRIVE	MIAMI	FL	33173
Manager	Street Address	City	State	ZIP+4
MIKE BURNS	71 HANOVER ROAD	FLORHAM PARK	NJ	07932
Manager	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material respect. Any violation is subject to a civil penalty.

Dated


(Signature of an Authorized Person)
LISSE KRAVETZ (ASST. SECRETARY)
(Printed Name)

2011

Enter Filing Year

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT FOREIGN L.L.C.

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FILE DATE

RECEIPT NO

RECEIVED

NOV 01 2011

S.D. SEC. OF STATE

Telephone # _____

1. L.L.C. ID and Name:

FL000805
ADP TotalSource MI VI, LLC
10200 Sunset Drive
Miami, FL 33173

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office (business address).

10200 Sunset Drive	Miami	FL	33173
Street Address	City	State	ZIP+4
10200 Sunset Drive, ATTN: LEGAL DEPT	Miami	FL	33173
Mailing Address	City	State	ZIP+4

Email Address _____

4. The name of the South Dakota Registered Agent National Registered Agents, Inc.

300 South Phillips Avenue, Suite 300	Sioux Falls	SD	57104
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
---	------	-------	-------

Email Address _____

5. The names and addresses of its managers. If the L.L.C. is member-managed the names and addresses of the members need not be set forth.

William Cueto	10200 Sunset Drive	Miami	FL	33173
Manager	Street Address	City	State	ZIP+4
Sergio Fernandez	10200 Sunset Drive	Miami	FL	33173
Manager	Street Address	City	State	ZIP+4
Lisse Kravetz	10200 Sunset Drive	Miami	FL	33173
Manager	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material respect. Any violation is subject to a civil penalty.

Dated



(Signature of an Authorized Person)

Lisse Kravetz

(Printed Name)

Email _____

*By signing this form you agree to have both the fee and the form processed electronically.

2012

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
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(605)773-4845

FOREIGN LLC

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FILE 11/21/2012

RECEIPT NO 75917

1. L.L.C. ID and Name:

FL000805
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office (business address).

10200 SUNSET DRIVE	MIAMI	FL	33173-3033
Street Address	City	State	ZIP+4
ATTN: LEGAL DEPT	MIAMI	FL	33173-3033
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: NATIONAL REGISTERED AGENTS, INC.

300 SOUTH PHILLIPS AVENUE, SUITE 300	SIOUX FALLS	SD	57104-6322
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐ BARRY EISLER	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Street Address	City	State	ZIP+4
☐ SERGIO FERNANDEZ	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Street Address	City	State	ZIP+4
☐ LISSE KRAVETZ	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Date 11/21/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

LISSE KRAVETZ

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

FOREIGN LLC

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FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE 11/6/2013

RECEIPT NO 151432

1. L.L.C. ID and Name:

FL000805
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office (business address).

10200 SUNSET DRIVE	MIAMI	FL	33173-3033
Street Address	City	State	ZIP+4
ATTN: LEGAL DEPT	MIAMI	FL	33173-3033
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: NATIONAL REGISTERED AGENTS, INC.

319 S. COTEAU STREET	PIERRE	SD	57501-3108
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
		SD	
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐ BARRY EISLER	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Street Address	City	State	ZIP+4
☐ DAVID IMBROGNO	5800 WINDWARD PKWY	ALPHARETTA	GA	30005
Manager	Street Address	City	State	ZIP+4
☐ LISSE KRAVETZ	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Date 11/06/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

LISSE KRAVETZ

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

FOREIGN LLC

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FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 11/13/2014

RECEIPT NO 246080

1. L.L.C. ID and Name:

FL000805
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office (business address).

10200 SUNSET DRIVE	MIAMI	FL	33173-3033
Street Address	City	State	ZIP+4
ATTN: LEGAL DEPT	MIAMI	FL	33173-3033
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: NATIONAL REGISTERED AGENTS, INC.

319 S. COTEAU STREET	PIERRE	SD	57501-3108
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
		SD	
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐ BARRY EISLER	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Street Address	City	State	ZIP+4
☐ MARIA BLACK	5800 WINDWARD PKWY	ALPHARETTA	GA	30005
Manager	Street Address	City	State	ZIP+4
☐ LISSE KRAVETZ	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 11/13/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

LISSE KRAVETZ

(Printed Name)

2014

Enter Filing Year

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH

FOREIGN LLC

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

FILE DATE 2/5/2015

RECEIPT NO 269726

1. L.L.C. ID and Name:

FL000805
ADP TOTALSOURCE MI VI, LLC
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the agent currently on file for this entity.

Agent Name: NATIONAL REGISTERED AGENTS, INC.

319 S. COTEAU STREET	PIERRE	SD	57501-3108
----------------------	--------	----	------------

Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
		SD	

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
---	------	-------	-------

4. If the address has changed, its new address.

New Agent Name: C T CORPORATION SYSTEM

319 S. COTEAU STREET	PIERRE	SD	57501-3108
----------------------	--------	----	------------

Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
--	------	-------	-------

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
---	------	-------	-------

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 02/05/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

JENNIFER KURZ

(Printed Name)

2015

Enter Filing Year

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT

FOREIGN LLC

SDCL 47-27-18, 59-11-24

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 11/2/2015

RECEIPT NO 348118

1. L.L.C. ID and Name:

FL000805

ADP TOTALSOURCE MI VI, LLC

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office (business address).

10200 SUNSET DRIVE	MIAMI	FL	33173-3033
--------------------	-------	----	------------

Actual Street Address or Rural Route Box Number

City

State

ZIP+4

10200 SUNSET DR. ATTN: LEGAL

MIAMI

FL

33173-3033

Mailing Address, if Different from Street Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: C T CORPORATION SYSTEM

319 S. COTEAU STREET	PIERRE	SD	57501-3108
----------------------	--------	----	------------

Actual Street Address or Rural Route Box Number in This State

City

State

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and addresses of its managers (governors). If the LLC is member-managed, the names and addresses of the members (governors) need not be set forth.

☐ BARRY EISLER	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Actual Street Address	City	State	ZIP+4

☐ MARIA BLACK	5800 WINDWARD PKWY	ALPHARETTA	GA	30005
Manager	Actual Street Address	City	State	ZIP+4

☐ LISSE KRAVETZ	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Actual Street Address	City	State	ZIP+4

☐ MARK ACQUADRO	71 HANOVER RD	FLORHAM PARK	NJ	07932
Manager	Actual Street Address	City	State	ZIP+4



PAWAN CHHABRA

5800 WINDWARD PKWY

ALPHARETTA

GA

30005

Manager

Actual Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.

Dated 11/02/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

BARRY EISLER

(Printed Name)

*By signing this form you agree to have both the fee and the form processed electronically.
A fee of up to \$40 will be assessed for returned payments.

11/2/2015 8:05:59 AM

2016

Enter Filing Year

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT

FOREIGN LLC

SDCL 47-27-18, 59-11-24

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 11/2/2016

RECEIPT NO 469762

1. LLC ID and Name:

FL000805

Enter LLC ID

ADP TOTALSOURCE MI VI, LLC

Enter LLC Name

2. The jurisdiction under whose law it is formed MICHIGAN

3. The address of the principal executive office (business address).

10200 SUNSET DRIVE	MIAMI	FL	33173-3033
Actual Street Address or Rural Route Box Number	City	State	ZIP+4
10200 SUNSET DR. ATTN: LEGAL 10200 SUNSET DRIVE	MIAMI	FL	33173-3033
Mailing Address, if Different from Street Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: C T CORPORATION SYSTEM

319 S. COTEAU STREET	PIERRE	SD	57501
Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
---	------	-------	-------

5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 59-11-24, the board of directors has been eliminated, list the names of the shareholders.

☐ BARRY EISLER	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Actual Street Address	City	State	ZIP+4

☐ MARIA BLACK	5800 WINDWARD PKWY	ALPHARETTA	GA	30005
Manager	Actual Street Address	City	State	ZIP+4

☐ LISSE KRAVETZ	10200 SUNSET DR.	MIAMI	FL	33173
Manager	Actual Street Address	City	State	ZIP+4

☐ MARK ACQUADRO	71 HANOVER RD	FLORHAM PARK	NJ	07932
Manager	Actual Street Address	City	State	ZIP+4

☐ PAWAN CHHABRA	5800 WINDWARD PKWY	ALPHARETTA	GA	30005
Manager	Actual Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty (SDCL 47-1A-129).

Dated 11/02/2016

Signature Accepted Electronically
(Signature of an Authorized Person)
BARRY EISLER
(Printed Name)

*By signing this form you agree to have both the fee and the form processed electronically. 11/2/2016 8:39:55 AM
A fee of up to \$40 will be assessed for returned payments.