

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

ORGANIZATIONAL ID #: FB025646

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **ADP TOTALSOURCE DE IV, INC.** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 to transact business in this state.

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 October 31, 2001.



A handwritten signature in cursive script, reading "Joyce Hazeltine".

Joyce Hazeltine
Secretary of State



Secretary of State
State Capitol
500 E. Capitol Ave.
Pierre, SD 57501
Phone 605-773-4845
Fax 605-773-4550

FILE NO. _____

RECEIPT NO. _____

0201313.0748
11/25/02

RECEIVED

OCT 31 01

Application for Certificate of Authority

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is ADP TOTALSOURCE DE IV, INC.
(actual corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated", or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is _____

(3) State where incorporated Delaware

(4) The date of its incorporation is February 12, 1998
perpetual, is Perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is _____
mailing address if different from above is: 4 E Lookerman St, Dover DE Zip Code 19901

10200 Sunset Drive, Miami, Florida Zip Code 33173

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 300 South Phillips Avenue, Suite 300, Sioux Falls, South Dakota Zip Code 57102
and the name of its proposed registered agent in the State of South Dakota at that address is National Registered Agents, Inc.

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose)

Employee Leasing

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
See Attached					
See Attached					

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1000</u>	<u>Common</u>		<u>1.00</u>

26025646
1028487

0201313.0148

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1.00</u>	<u>Common</u>		<u>1.00</u>

(11) The amount of its stated capital is \$ 1,000
 Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the Secretary of State or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any partnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated

9/6 2001

(Signature)

(Title)

STATE OF

COUNTY OF

I, Diana Altshuler

personally appeared before me

is the

officer of the corporation, and the statements therein contained are true.

a notary public, do hereby certify that on this 6th day of Sept 2001, being by me first duly sworn, declared that he/she is that he/she signed the foregoing document as

My Commission Expires

(Notary Public)

Diana L. Altshuler
 NOTARY PUBLIC OF NEW JERSEY
 MY COMMISSION EXPIRES NOV. 9, 2003

Notarial Seal

The Consent of Appointment below must be signed by the registered agent listed in number six.

0201313.0748
1/25/02

OFFICERS OF ADP TOTALSOURCE GROUP, INC. & IT'S SUBSIDIARIES

<u>NAME:</u>	<u>ADDRESS</u>	<u>S/S #</u>	<u>TITLE</u>
Carlos A. Rodriguez	10200 Sunset Drive Miami, Florida 33173	[REDACTED]	President & Chief Controlling Officer
Sergio Fernandez	same as above	[REDACTED]	Chief Financial Officer
Robert J. Singer	One ADP Boulevard Roseland, NJ 07068	[REDACTED]	VP/Secy/Director
William F. Cueto	10200 Sunset Drive Miami, Florida 33173	[REDACTED]	Asst Secy

Consent of Appointment by the Registered Agent

0201313.0740
1/25/02

I, National Registered Agents, Inc., hereby give my consent to serve as the registered
(name of registered agent)
agent for ADP TOTALSOURCE DE IV, INC.
(corporate name)

Dated 10-2 2001

Richard J. Pennington
(signature of registered agent)

The proper filing fee must accompany the application. Make checks payable to the Secretary of State.

FEE SCHEDULE

Authorized capital stock of	25,000	or less	\$ 90
Over \$25,000 and not exceeding	100,000		110
Over \$100,000 and not exceeding	500,000		130
Over \$500,000 and not exceeding	1,000,000		150
Over \$1,000,000 and not exceeding	1,500,000		200
Over \$1,500,000 and not exceeding	2,000,000		250
Over \$2,000,000 and not exceeding	2,500,000		300
Over \$2,500,000 and not exceeding	3,000,000		350
Over \$3,000,000 and not exceeding	3,500,000		400
Over \$3,500,000 and not exceeding	4,000,000		450
Over \$4,000,000 and not exceeding	4,500,000		500
Over \$4,500,000 and not exceeding	5,000,000		550

For each additional \$500,000, \$40 in addition to \$550.

For purposes only of computing fees under this section, the dollar value of each authorized share having a par value shall be equal to par value and the value of each authorized share having no par value shall be equal to one hundred dollars per share. The maximum amount charged under this subdivision may not exceed sixteen thousand dollars.

FILING INSTRUCTIONS:

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or its president, or any other officer. One original and one photocopy of the application must be submitted.

The application must be accompanied by an original, currently dated, **CERTIFICATE OF FACT** or a **CERTIFICATE OF GOOD STANDING** from the Secretary of State in the state where incorporated. A photocopy of a certificate is not acceptable. It should be dated within ninety (90) days of submitting it to our office.

South Dakota law requires every corporation to continuously maintain a resident of this state as the registered agent (number six on the application). The registered agent's address is considered the registered office address of the corporation in South Dakota. A complete street address must be listed for service of process.

The Consent of Registered Agent portion must be signed by the South Dakota registered agent.

Mail the application, certificate, and filing fee to the Secretary of State, Corporate Division, 500 E. Capitol Avenue, Pierre, SD 57501-5070. The duplicate and a Certificate of Authority will be returned for your records.

State of Delaware
Office of the Secretary of State

0201313.0748
PAGE 1/29/02

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADP TOTALSOURCE DE IV, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADP TOTALSOURCE DE IV, INC." WAS INCORPORATED ON THE TWELFTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2858926 8300

AUTHENTICATION: 1331384

010442023

DATE: 09-06-01

0201313.0748
1725/02

Receipt Number: 1028487

File Number FB025646

CERT OF AUTHORITY

For

ADP TOTALSOURCE DE IV, INC.

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: **Wednesday, October 31, 2001**


Secretary of State

2002

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INKFILE DATE 10-25-02
RECEIPT NO. 1149625

0211218.0534

11/26/02

SEP 27 2002

FILING FEE, \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE

ADDITIONAL PENALTY FEE OF \$50 APPLIES TO LATE FILINGS S.D. SEC. OF STATE

1. Corporate Name and Mailing Address:

FB-025646 OCT/0000
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI FL 33173-3033SEP 16 2002
ACCOUNTING TAX
DEPARTMENT

Telephone #

FAX #

Federal Taxpayer I

FILING DATE: Due 10-25-02
Certificate of Authority was issued, and delinquent
after the last day of the following month.

* * * * ATTENTION - FILING INSTRUCTIONS * * * *

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☒ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.2. It is incorporated under the laws of DELAWARE and the address of its principal office or registered office in the state of incorporation is 10200 Sunset Dr. Miami FL Zip+4 331733. The address of its registered office in South Dakota is 20 Phillips Ave, Suite 300 Zip+4 57103
Sioux Falls SDand the name of its registered agent at such address is National Registered Agents, Inc.
4. The character of the business in which it is actually engaged in South Dakota Professional Employer Organization

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Robert Singer</u>	Director	<u>One ADP Blvd</u>	<u>Rosemead</u>	<u>CA</u>	<u>91062</u>
<u>Carlos Rodriguez</u>	President	<u>10200 Sunset Drive</u>	<u>Miami</u>	<u>FL</u>	<u>33173</u>
<u>Servio Hernandez</u>	Vice President	<u>10200 Sunset Drive</u>	<u>Miami</u>	<u>FL</u>	<u>33173</u>
<u>Robert Singer</u>	Secretary	<u>One ADP Blvd</u>	<u>Rosemead</u>	<u>CA</u>	<u>91062</u>
<u>Servio Hernandez</u>	Treasurer	<u>10200 Sunset Drive</u>	<u>Miami</u>	<u>FL</u>	<u>33173</u>

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>1,000</u>	<u>Common</u>		<u>\$1.00</u>
<u>100</u>	<u>Common</u>		<u>\$1.00</u>

7. The amount of its stated capital is \$ 100.00

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 9-18-2002By [Signature]Its Asst. Secretary
(Title)STATE OF FLORIDACOUNTY OF Miami-Dade SSOn this the 18 day of September, 2002, before me, Norma Pedraza
personally appeared William Cueto, known to me, or proved to me,
to be the Asst. Secretary of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.My Commission Expires February 17, 2004

(Notarial Seal)

Notary Public

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

SOS CRP 03/00

2003**ANNUAL REPORT**FOREIGN
PLEASE TYPE OR USE BLACK INKFILE DATE 11/03/03
RECEIPT NO. 1263306**FILING FEE: \$30** MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. Corporate Name and Mailing Address:

FB-025646 OCT/2002
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI FL 33173-3033

SEP 29 2003

Telephone # 305-630-1000FAX # 305-630-3009

Federal Taxpa

FILING DATE: Due during the month the
Certificate of Authority was issued, and delinquent
after the last day of the following month.★ ★ ★ ★ **ATTENTION - FILING INSTRUCTIONS** ★ ★ ★ ★If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. **ANY CHANGE** requires full completion of the form.☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.2. It is incorporated under the laws of Delaware and the address of its principal office or registered office in the state of incorporation is 9 EAST LOCKERMAN STREET, DOVER, DE Zip + 4 199013. The address of its registered office in South Dakota is 300 SOUTH PHILLIPS AVE, Suite 300, SIOUX FALLS, SD Zip + 4 57102and the name of its registered agent at such address is NATIONAL REGISTERED AGENTS, INC.4. The character of the business in which it is actually engaged in South Dakota PROFESSIONAL EMPLOYER ORGANIZATION

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Robert Singer</u>	Director	<u>ONE ADP BLVD</u>	<u>Roseland</u>	<u>NJ</u>	<u>07068</u>
<u>William Cueto</u>	Asst. Sec.	<u>10200 Sunset Drive</u>	<u>Miami</u>	<u>FL</u>	<u>33173</u>
<u>Carlos Rodriguez</u>	President	<u>10200 Sunset Drive</u>	<u>Miami</u>	<u>FL</u>	<u>33173</u>
<u>Robert Singer</u>	Vice President	<u>ONE ADP BLVD</u>	<u>Roseland</u>	<u>NJ</u>	<u>07068</u>
<u>Robert Singer</u>	Secretary	<u>ONE ADP BLVD</u>	<u>Roseland</u>	<u>NJ</u>	<u>07068</u>
<u>Peter Stewart</u>	Treasurer	<u>10200 Sunset Drive</u>	<u>Miami</u>	<u>FL</u>	<u>33173</u>

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>1000</u>	<u>COMMON</u>		<u>1.00</u>
<u>100</u>	<u>COMMON</u>		<u>1.00</u>

7. The amount of its stated capital is \$ 100

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 10-14-2003By [Signature]
(Signature)
Its Asst Secretary
(Title)STATE OF FLORIDA ss
COUNTY OF MIAMI-DADEOn this the 14th day of October, 2003, before me, Norma Perdomo
personally appeared William Cueto, known to me, or proved to me,
to be the Assistant Secretary of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.My Commission Expires Norma Perdomo

Notary Public

(Notarial Seal)

My Commission CC911515
Expires February 17, 2004RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.state.sd.us/sos

SOS CRP 07/03

100

100

230 5893 10/06/2004

2004**ANNUAL REPORT**FOREIGN
PLEASE TYPE OR USE BLACK INKFILE DATE 10/01/04
RECEIPT NO. 1363964**FILING FEE: \$30** MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

Corporate Name and Mailing Address:

*FB025646*
FB025646 OCT/2003
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI FL 33173-3033

ADP TOTALSOURCE

SEP 14 2004
ACCOUNTING TAX
DEPARTMENTTelephone # 305-630-1242
FAX # 305-630-1242
Federal Taxes
FILING DATE: Due during the month the
Certificate of Authority was issued, and delinquent
after the last day of the following month.RECEIVED
SEP 30 '04

S.D. SEC. OF STATE

★ ★ ★ ★ **ATTENTION - FILING INSTRUCTIONS** ★ ★ ★ ★If ALL of the information is identical as set forth in the prior report, you may **check** the **box** below and sign the report.
ANY CHANGE requires full completion of the form.☒ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.2. It is incorporated under the laws of _____ and the address of its principal office or registered office in the state
of incorporation is _____ Zip + 4 _____3. The address of its registered office in South Dakota is _____
_____ Zip + 4 _____

and the name of its registered agent at such address is _____

4. The character of the business in which it is actually engaged in South Dakota _____

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
_____	Director	_____	_____	_____	_____
_____	Director	_____	_____	_____	_____
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value,
and series, if any, within a class:

NUMBER OF SHARES <u>CAN</u> ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
--	-------	--------	---

7. NUMBER OF SHARES ISSUED CLASS SERIES

8. The amount of its stated capital is \$ _____

The report must be signed by the chairman of the board of directors, its president, or any other officer.

Dated 9/16/2004

(Signature)

(Title)

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

SOS CRP 07/04

242 3840 11/10/2005

2005 ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

ADP TOTAL
SEP 21 2005
RECEIVED
NOV 07 '05
S.D. SEC. OF STATE
FILE DATE 11/07/05
RECEIPT NO. 1492933
ASSOCIATED TAX
DEPARTMENT

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE

1. Corporate Name and Mailing Address:



FB025646 OCT/2004
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI FL 33173-3033

Telephone # 305 630 1000
FAX # 305 630 6233

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

★ ★ ★ ★ ATTENTION - FILING INSTRUCTIONS ★ ★ ★ ★

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report.
ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of Delaware and the address of its principal office in the state
of incorporation is 10200 Sunset Drive Miami FL 33173 Zip + 4 _____

3. The address of its registered office in South Dakota is _____ Zip + 4 _____
and the name of its registered agent at that address is National registered agents

4. Provide a brief description of the nature of the business professional employer organization

5. The names and business addresses of its directors and principal officers:						
NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4	
Robert Singer	Director	one ADP Boulevard	Roseland	US	07068	
	Director					
Carlos Rodriguez	President	10200 Sunset Drive	Miami	FL	33173	
William Cueto	Vice President	10200 Sunset Drive	Miami	FL	33173	
Robert Singer	Secretary	one ADP Boulevard	Roseland	US	07068	
Sergio Fernandez	Treasurer	10200 Sunset Drive	Miami	FL	33173	

6. The total number of authorized shares, itemized by class and series, if any, within each class:
NUMBER OF AUTHORIZED SHARES CLASS SERIES

1000 COMMON

7. NUMBER OF ISSUED AND OUTSTANDING SHARES CLASS SERIES

10 COMMON

The statement may be signed by any authorized officer of the Corporation.

Dated 10/12/05

[Signature]
Signature

William Cueto
Printed Name

Assistant Secretary
Title

2000-01-01

1000

1000

254 2759 10/27/2006

2006

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE

FILE DATE 10/23/06
RECEIPT NO. 1607029
RECEIVED
OCT 23 2006
S.D. SEC. OF STATE

1. Corporate Name and Mailing Address:



* F B O 2 5 6 4 6 *
FBO25646 OCT/2005
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI FL 33173-3033

Telephone # (305) 630-1000
FAX # (305) 630-6233

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

★ ★ ★ ★ ATTENTION - FILING INSTRUCTIONS ★ ★ ★ ★

If ALL of the information is identical as set forth in the prior report, you may **check** the **box** below and sign the report.
ANY CHANGE requires full completion of the form.

☒ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of _____ and the address of its principal office in the state
of incorporation is _____ Zip + 4 _____

3. The address of its registered office in South Dakota is _____
_____ Zip + 4 _____

and the name of its registered agent at that address is _____

4. Provide a brief description of the nature of the business _____

5. The names and business addresses of its directors and principal officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
_____	Director	_____	_____	_____	_____
_____	Director	_____	_____	_____	_____
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

6. The total number of authorized shares, itemized by class and series, if any, within each class:

NUMBER OF AUTHORIZED SHARES	CLASS	SERIES
<u>7,000</u>	<u>COMMON</u>	

NUMBER OF ISSUED SHARES	CLASS	SERIES
<u>70</u>	<u>COMMON</u>	

The statement may be signed by any authorized officer of the Corporation.

Dated 10/19/06

Signature [Signature]

Printed Name William Cueto

Title Assistant Secretary

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

SOS CRP 07/05

1000

269 1174 11/08/2007

2007

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE

FILE DATE 11/08/07
RECEIPT NO. 1730728
RECEIVED
NOV 08 2007
S.D. SEC. OF STATE

Corporate Name and Mailing Address:

FB025646
ADP TOTALSOURCE DE IV, INC
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.

★ ★ ★ ★ ATTENTION - FILING INSTRUCTIONS ★ ★ ★ ★

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report.
ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of DELAWARE and the address of its principal office in the state
of incorporation is 10200 SUNSET DRIVE MIAMI FLORIDA Zip + 4 33173-3033
3. The address of its registered office in South Dakota is 300 SOUTH PHILLIPS AVE SUITE 300
SIOUX FALLS, SD Zip + 4 57102
and the name of its registered agent at that address is NATIOANAL REGISTERED AGENTS, INC
4. Provide a brief description of the nature of the business PROFESSIONAL EMPLOYER ORGANIZATION

5. The names and business addresses of its directors and principal officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
ROBERT SINGER	Director	ONE ADP BLVD ROSELAND, NJ 07068			
	Director				
MARK BENJAMIN	President	10200 SUNSET DRIVE MIAMI, FL 33173			
WILLIAM CUETO	Asst. Sec. Vice President	10200 SUNSET DRIVE MIAMI FL 33173			
ROBERT SINGER	Secretary	ONE ADP BLVD ROSELAND, NJ 07068			
DAVID BYRNES	Treasurer	71 HANOVER RD FLORHAM PK, NJ 07932			

6. The total number of authorized shares, itemized by class and series, if any, within each class:

NUMBER OF AUTHORIZED SHARES	CLASS	SERIES
1,000	COMMON	

7. NUMBER OF ISSUED AND OUTSTANDING SHARES

	CLASS	SERIES
10	COMMON	

The statement may be signed by any authorized officer of the Corporation.

Dated 11/7/07

Signature 

Printed Name William Cueto

Title Asst. Secretary

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

foreignannualreport

11

File Number

FB025646



COMMERCIAL REGISTERED AGENT REGISTRATION NOTICE

For

ADP TOTALSOURCE DE IV, INC.

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)773-4846

ANNUAL REPORT Foreign

Please Type or Print Clearly in Ink

FILING FEE: \$30 Make check payable to SECRETARY OF STATE

1. Corporate Name and Mailing Address:

FB025646

ADP TOTALSOURCE DE IV, INC
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

FILE DATE

RECEIPT N

10/27/08
RECEIVED
1549536
OCT 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.

2. The jurisdiction under whose law it is formed DELAWARE

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

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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐ MARK BENJAMIN	71 HANOVER RD	FLORHAM PARK	NJ	07932
President	Street Address	City	State	ZIP+4
☐ SERGIO FERNANDEZ	10200 SUNSET DRIVE	MIAMI	FL	33173
Vice President	Street Address	City	State	ZIP+4
☒ ROBERT SINGER	ONE ADP BLVD	ROSELAND	NJ	07068
Secretary	Street Address	City	State	ZIP+4
☐ MICHAEL BURNS	71 HANOVER RD	FLORHAM PARK	NJ	07932
Treasurer	Street Address	City	State	ZIP+4
☐ ROBERT SINGER	ONE ADP BLVD	ROSELAND	NJ	07068
Director	Street Address	City	State	ZIP+4
☐ WILLIAM CUETO	10200 SUNSET DRIVE	MIAMI	FL	33173
Director	Street Address	City	State	ZIP+4

Dated

10/24/08

(Signature of an authorized officer)

WILLIAM CUETO

(Printed Name)

ASSISTANT SECRETARY

(Title)

2009

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

ANNUAL REPORT Foreign

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

1. Corporate Name and Mailing Address:



* F B 0 2 5 6 4 6 *
FB025646 OCT/2008
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI FL 33173-3033

FILE DATE

10-15-09

RECEIPT NO

1957913

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OCT 15 2009

S.D. SEC. OF STATE

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 jurisdiction under whose law it is formed

Delaware

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

10200 Sunset Dr. Miami FL 33173
Street Address City State ZIP+4

10200 Sunset Dr. 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 Avenue, Suite 300 Sioux Falls SD 57104
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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐ Mark Benjamin 71 Hanover Rd Florham Park NJ 07932
President Street Address City State ZIP+4

☐ Sergio Fernandez 10200 Sunset Dr. Miami FL 33173
Vice President Street Address City State ZIP+4

☒ William Cueto 10200 Sunset Dr. Miami FL 33173
Secretary Street Address City State ZIP+4

☐ Mike Burns 71 Hanover Rd Florham Park NJ 07932
Treasurer Street Address City State ZIP+4

☐ William Cueto 10200 Sunset Dr. Miami FL 33173
Director Street Address City State ZIP+4

☐ Lisse Kravetz 10200 Sunset Dr. Miami FL 33173
Director Asst. Secretary Street Address City State ZIP+4

Dated 10.9.09

(Signature of an authorized officer)

(Printed Name)

(Title)

1000

1000

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

ANNUAL REPORT

Foreign

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

1. Corporate Name and Mailing Address:

FB025646

ADP TOTALSOURCE DE IV, INC
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

FILE DATE 10/25/10

RECEIPT NO 2080181

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OCT 18 2010

S.D. SEC. OF STATE

RECEIVED

OCT 25 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 DELAWARE

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

<u>300 SOUTH PHILLIPS AVE., SUITE 300</u>	<u>SIOUX FALLS</u>	<u>SD</u>	<u>57102</u>
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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐ MARK BENJAMIN	71 HANOVER ROAD	FLORHAM PARK	NJ	07932
President	Street Address	City	State	ZIP+4
☐ SERGIO FERNANDEZ	10200 SUNSET DRIVE	MIAMI	FL	33173
Vice President	Street Address	City	State	ZIP+4
☐ WILLIAM CUETO	10200 SUNSET DRIVE	MIAMI	FL	33173
Secretary	Street Address	City	State	ZIP+4
☐ MIKE BURNS	71 HANOVER ROAD	FLORHAM PARK	NJ	07932
Treasurer	Street Address	City	State	ZIP+4
☒ WILLIAM CUETO	10200 SUNSET DRIVE	MIAMI	FL	33173
Director	Street Address	City	State	ZIP+4
☐ LISSE KRAVETZ	10200 SUNSET DRIVE	MIAMI	FL	33173
Director	Street Address	City	State	ZIP+4

~~Director~~ ASSISTANT
SECRETARY

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

Dated _____

X [Signature]
(Signature of an Authorized Person)

LISSE KRAVETZ (ASST. SECRETARY)
(Printed Name)

2011

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

ANNUAL REPORT Foreign

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FILE DATE

10/19/11

RECEIPT NO

2192511

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OCT 19 2011

S.D. SEC. OF STATE

Telephone # 305-630-1231

1. Corporate Name and Mailing Address:

FB025646
ADP TotalSource DE IV, Inc.
10200 Sunset Drive
Miami, FL 33173

2. The jurisdiction under whose law it is formed DELAWARE

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	Miami	FL	33173
Mailing Address (Optional)	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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐	Mark Benjamin	71 Hanover Road	Florham Park	NJ	07932
	President	Street Address	City	State	ZIP+4
☐	Sergio Fernandez	10200 Sunset Drive	Miami	FL	33173
	Vice President	Street Address	City	State	ZIP+4
☐	Lisse Kravetz	10200 Sunset Drive	Miami	FL	33173
	Secretary	Street Address	City	State	ZIP+4
☐	Mike Burns	71 Hanover Road	Florham Park	NJ	07932
	Treasurer	Street Address	City	State	ZIP+4
☒	William Cueto	10200 Sunset Drive	Miami	FL	33173
	Director	Street Address	City	State	ZIP+4
☐					
	Director	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.

annualreportforeign February 2011

325 2037

2012

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ANNUAL REPORT

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

FOREIGN

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

FILE 10/12/2012

RECEIPT NO 69072

1. Corporate Name and Address:

FB025646
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

2. The jurisdiction under whose law it is formed DELAWARE

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

10200 SUNSET DRIVE	MIAMI	FL	33173-3033
Street Address	City	State	ZIP+4

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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐	DAVID IMBROGNO	5800 WINWARD PKWY.	ALPHARETTA	GA	30005
	President	Street Address	City	State	ZIP+4
☐	SERGIO FERNANDEZ	10200 SUNSET DR.	MIAMI	FL	33173
	Vice President	Street Address	City	State	ZIP+4
☐	LISSE KRAVETZ	10200 SUNSET DR.	MIAMI	FL	33173
	ASST.Secretary	Street Address	City	State	ZIP+4
☐	MARK ACQUADRO	71 HANOVER RD.	FLORHAM PARK	NJ	07932
	Treasurer	Street Address	City	State	ZIP+4
☒	BARRY EISLER	10200 SUNSET DR.	MIAMI	FL	33173
	Director	Street Address	City	State	ZIP+4
☐					
	Director	Street Address	City	State	ZIP+4

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

Date 10/12/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

LISSE KRAVETZ

(Printed Name)

2013

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ANNUAL REPORT

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

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

FILE 10/15/2013

RECEIPT NO 146029

1. Corporate Name and Address:

FB025646
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

2. The jurisdiction under whose law it is formed DELAWARE

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

10200 SUNSET DRIVE	MIAMI	FL	33173-3033
Street Address	City	State	ZIP+4
10200 SUNSET DRIVE 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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐	DAVID IMBROGNO	5800 WINWARD PKWY.	ALPHARETTA	GA	30005
	President	Street Address	City	State	ZIP+4
☐	SERGIO FERNANDEZ	10200 SUNSET DR.	MIAMI	FL	33173
	Vice President	Street Address	City	State	ZIP+4
☐	LISSE KRAVETZ	10200 SUNSET DR.	MIAMI	FL	33173
	ASST.Secretary	Street Address	City	State	ZIP+4
☐	MARK ACQUADRO	71 HANOVER RD.	FLORHAM PARK	NJ	07932
	Treasurer	Street Address	City	State	ZIP+4
☒	BARRY EISLER	10200 SUNSET DR.	MIAMI	FL	33173
	Director	Street Address	City	State	ZIP+4

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Date 10/15/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

LISSIE KRAVETZ

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

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

FOREIGN

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

FILE DATE 10/21/2014

RECEIPT NO 240565

1. Corporate Name and Address:

FB025646
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

2. The jurisdiction under whose law it is formed DELAWARE

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

10200 SUNSET DRIVE	MIAMI	FL	33173-3033
Street Address	City	State	ZIP+4
10200 SUNSET DRIVE 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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐	MARIA BLACK	5800 WINWARD PKWY.	ALPHARETTA	GA	30005
	President	Street Address	City	State	ZIP+4
☐	SERGIO FERNANDEZ	10200 SUNSET DR.	MIAMI	FL	33173
	Vice President	Street Address	City	State	ZIP+4
☐	LISSE KRAVETZ	10200 SUNSET DR.	MIAMI	FL	33173
	ASST.Secretary	Street Address	City	State	ZIP+4
☐	MARK ACQUADRO	71 HANOVER RD.	FLORHAM PARK	NJ	07932
	Treasurer	Street Address	City	State	ZIP+4
☒	BARRY EISLER	10200 SUNSET DR.	MIAMI	FL	33173
	Director	Street Address	City	State	ZIP+4
☐					
	Secretary	Street Address	City	State	ZIP+4

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

Dated 10/21/2014

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

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 269755

1. Corporate Name and Address:

FB025646
ADP TOTALSOURCE DE IV, INC.
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

2. The jurisdiction under whose law it is formed DELAWARE

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

ANNUAL REPORT

Enter Filing Year

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

FOREIGN

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

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FILE DATE 10/12/2015

RECEIPT NO 342673

Telephone #

1. Corporate Name and Address:

FB025646

ADP TOTALSOURCE DE IV, INC.

2. The jurisdiction under whose law it is formed DELAWARE

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 DRIVE ATTN: LEGAL DEPT

MIAMI

FL

33173-3033

Mailing Address, if Different from Street Address

City

State

ZIP+4

Email Address (Optional)

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

Email Address (Optional)

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐ MARIA BLACK	5800 WINWARD PKWY.	ALPHARETTA	GA	30005
President	Actual Street Address	City	State	ZIP+4

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

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

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



PAWAN CHHABRA

5800 WINDWARD PKWY

ALPHARETTA

GA

30005

Treasurer

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 10/12/2015

Email

(Optional)

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.

10/12/2015 1:07:08 PM

2016

Enter Filing Year

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

ANNUAL REPORT
FOREIGN CORPORATION

SDCL 59-11-24, 24.1

Please Type or Print Clearly In Ink

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

FILE DATE 10/6/2016

RECEIPT NO 462257

1. Corporate ID and Name:

FB025646

Enter Corporate ID

ADP TOTALSOURCE DE IV, INC.

Enter Corporate Name

2. The jurisdiction under whose law it is formed DELAWARE

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 DRIVE ATTN: LEGAL DEPT	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 47-1A-732(1), the board of directors has been eliminated, list the names of the shareholders.

☐ MARIA BLACK	5800 WINWARD PKWY.	ALPHARETTA	GA	30005
President	Actual Street Address	City	State	ZIP+4

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

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

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

☐ PAWAN CHHABRA	5800 WINDWARD PKWY	ALPHARETTA	GA	30005
Treasurer	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 10/06/2016

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. 10/6/2016 10:15:35 AM
A fee of up to \$40 will be assessed for returned payments.