

Filing and License Fee: \$310.00 minimum

ID Number: 147574



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**FILED**

APR 21 2005

By KMC

C 64053

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is ADP TOTALSOURCE CO XXII, INC.
- It is incorporated under the laws of Colorado
- The name, if different, which it elects to use in Rhode Island is:
  - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  
\_\_\_\_\_
  - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:  
\_\_\_\_\_
- The date of its incorporation is 9-14-88 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 10200 Sunset Drive Miami, FL 33173
- The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200  
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is National Registered Agents, Inc.  
(City/Town) (Zip Code) (Name of Agent)
- The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:  
Employee Leasing

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	SEE ATTACHED LIST	
Director		
President		
Vice President		
Treasurer		
Secretary		

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		.01
_____	_____	_____	_____
_____	_____	_____	_____

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		.01
_____	_____	_____	_____
_____	_____	_____	_____

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 608,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 3-16-05

ADP TOTALSOURCE CO XXII, INC.

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Print Exact Name of Corporation Making Application

By [Signature]

President or  Vice President (check one)

**AND**

By [Signature]

Secretary or  Assistant Secretary (check one)

STATE OF NJ  
 COUNTY OF Essex

In Rohland on this 14th day of March, 2005, before me personally appeared Robert Singer who, being duly sworn, declared that he/she is the VP/Sec of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]  
**DIANA L. ALTSHULER**  
 Notary Public  
 My Commission Expires  
**MY COMMISSION EXPIRES MAY 7, 2009**

**List of Officers & Directors**

**ADP TotalSource CO XXII, Inc.**

**Officers:**

<b>Carlos Rodriguez</b>	<b>President</b>
<b>Robert J. Singer</b>	<b>Secretary</b>
<b>Sergio Fernandez</b>	<b>CFO</b>
<b>William Cueto</b>	<b>Assistant Secretary</b>

**Director:**

<b>Robert J. Singer</b>	<b>Director</b>
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**Address:**

**10200 Sunset Drive  
Miami, Florida 33173**



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF THIS OFFICE, THE ATTACHED IS A FULL, TRUE AND COMPLETE COPY OF THE ARTICLES OF INCORPORATION AND ALL AMENDMENTS THERETO OF

ADP TOTALSOURCE CO XXII, INC.  
(COLORADO CORPORATION)

AS FILED IN THIS OFFICE AND ADMITTED TO RECORD.

Dated: March 02, 2005

*Donetta Davidson*

SECRETARY OF STATE

8799

TOTAL OF FEES: \$11.00  
MUST BE TYPEWRITTEN (BLACK)  
SUBMIT ORIGINAL AND ONE COPY

MAIL TO:  
Colorado Secretary of State  
Corporations Office  
1560 Broadway, Suite 200  
Denver, CO 80202  
(303) 866-2361

FOR OFFICE USE ONLY

09-14-88 08:30  
851085438 \$22.00

**REJECTED**  
08-29-86 08:30  
851082470 \$11.00

ARTICLES OF INCORPORATION

I/We, the undersigned natural person(s) of the age of eighteen years or more, acting as incorporator(s) of a corporation under the Colorado Corporation Code, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is EMPLOYEE STAFFING PLAN, INC.

SECOND: The period of duration is PERPETUAL  
(stated number of years, or the word PERPETUAL)

THIRD: The purpose or purposes for which the corporation is organized if other than Any Legal and Lawful Purpose Pursuant to the Colorado Corporation Code. THE STAFFING OF ALL TEMPORARY EMPLOYEES AND CONTRACTORS, NOT LIMITED TO CLASSIFICATION, SKILL OR GEOGRAPHIC LOCATION.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 50,000 and the par value of each share shall be NO PAR VALUE  
(dollar amount or "no par value")

FIFTH: Cumulative voting of shares of stock is NOT authorized.  
(not)

SIXTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation, if any, are: NONE

SEVENTH: The address of the initial registered office of the corporation is 825 ROOD AVE., GRAND JUNCTION, COLORADO 81501  
(Address must include Building number, Street (or rural route number), Town or City, County and ZIP CODE.)

and the name of its initial registered agent at such address is KRIS A. SMITH  
EIGHTH: Address of the place of business: SAME

(If different from registered office)

NINTH: The number of directors constituting the initial board of directors of the corporation is 3, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (At least 3.)

The number of directors of a corporation shall not be less than three; except that there need be only as many directors as there are, or initially will be, shareholders in the event that the outstanding shares are, or initially will be, held of record by fewer than three shareholders.

NAME	ADDRESS (include zip code)
KRIS A. SMITH	584 ASBURY ST. GRAND JCT. CO. 81501
W.L. SMITH	584 ASBURY ST. GRAND JCT. CO. 81501
W.C. RIGGLE	1436 COLORADO #1 GRAND JCT., CO. 81501

*cc: JAT  
cc: Jm Jm*

*7*

TENTH: The name and address of each incorporator is: (At least 1).

NAME

ADDRESS (include zip code)

KRIS A. SMITH

584 ASBURY ST. GRAND JCT., COLO. 81501

Signed Kris A. Smith

Signed \_\_\_\_\_

Signed \_\_\_\_\_

Incorporators



FEE \$ 25.00  
 ON OR BEFORE  
 DATE DUE 11/30/94  
 REPORT YEAR 1994

STATE OF COLORADO  
 BIENNIAL REPORT OF  
 A CORPORATION OR LIMITED LIABILITY COMPANY

11/30/94

007

READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING  
 SUBMIT SIGNED FORM WITH FILING FEE



THIS FORM MUST BE TYPED

MAILING DATE 09/01/94

D25-

INFORMATION BELOW IS ON FILE IN THIS OFFICE - DO NOT CHANGE PRE-PRINTED INFORMATION

CORPORATE NAME REGISTERED AGENT, REGISTERED OFFICE, CITY, STATE & ZIP 881085438 DP STATE/COUNTRY OF INC CO SMITH, KRIS A EMPLOYEE STAFFING PLAN, INC. 325 ROAD AVE GRAND JUNCTION CO 81501	<b>FOR OFFICE USE ONLY</b> 941135199 \$25.00 SECRETARY OF STATE 12-06-94 13:23 FIRST REPORT OR CORRECTIONS IN THIS COLUMN
---	---

Return completed reports to: Department of State Corporate Report Section 1500 Broadway, Suite 200 Denver, CO 80202	TYPE NEW AGENT NAME KRIS SMITH SIGNATURE OF NEW REGISTERED AGENT MUST HAVE A STREET ADDRESS 2912 NORTH AVE. #4 CITY GRAND JCT STATE CO ZIP 81504
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OFFICERS NAME AND ADDRESS	TITLE	
SMITH, WILBUR L 1120 23 RD GRAND JUNCTION CO 81505	PR	SMITH, KRIS A. 1120 23 ROAD GRAND JCT., COLO. 81505
SMITH, KRIS A 1120 23 RD GRAND JUNCTION CO 81505	ST	MICHAEL KOLTAK 2912 NORTH AVE. #4 GRAND JCT., COLO. 81504
SMITH, BRIAN A 1120 23 RD GRAND JUNCTION CO 81505	VP	ROBERT QUINETTE 2912 NORTH AVE. #4 GRAND JCT., COLO. 81504

DIRECTORS OR LIMITED LIABILITY COMPANY MANAGERS	(If you have less than 3 shareholders, you may list less than 3 directors)
SMITH, WILBUR L 1120 23 RD GRAND JUNCTION CO 81505	SMITH, KRIS A. 1120 23 ROAD GRAND JCT., COLO. 81505
SMITH, KRIS A 1120 23 RD GRAND JUNCTION CO 81505	MICHAEL KOLTAK 2912 NORTH AVE. #4 GRAND JCT., COLO. 81504
SMITH, BRIAN A 1120 23 RD GRAND JUNCTION CO 81505	ROBERT QUINETTE 2912 NORTH AVE. #4 GRAND JCT., COLO. 81504

Address of Principal Place of Business in State or Country of Incorporation

Street 2912 NORTH AVE. #4  
 City GRAND JUNCTION State CO Zip 81504

**SIGNATURE**

Under penalties of perjury and as an authorized officer, I declare that this biennial report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

BY *Kris A. Smith*  
Authorized Agent  
 TITLE PRESIDENT DATE 11-29 19 94

NOTE: DO NOT USE THIS BOX IF THIS IS YOUR FIRST REPORT!!! SEE INSTRUCTIONS ON REVERSE. IF THERE ARE NO CHANGES SINCE YOUR LAST REPORT, MARK THIS BOX, SIGN ABOVE AND RETURN WITH THE FEE AND BY THE DATE DUE INDICATED ABOVE (UPPER LEFT HAND CORNER). IF YOU ARE FILING AFTER THE DATE DUE ABOVE, CONTACT THIS OFFICE FOR THE PROPER FEE. (303) 894-2251

*ms*

SEE INSTRUCTIONS ON BACK





AUTHORIZATION TO USE REGISTERED CORPORATION NAME

1. Staff Administrators of CO, Inc., is a Colorado corporation in good standing.
2. I am the Vice President and a director of Staff Administrators of CO, Inc.
3. I have authority on behalf of Staff Administrators of CO, Inc. to entitle the use of the registered corporate name.
4. I hereby authorize Staff Administrators of Western Colorado, Inc., the right to change the name to Staff Administrators of Western Colorado, Inc., and to use the name Staff Administrators of Western Colorado, Inc., following the name change.

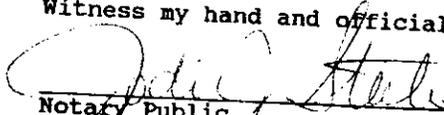
I, Michael C. Koltak, swear under the penalty of perjury that the foregoing are true and correct, to the best of my knowledge and belief.

  
Michael C. Koltak

STATE OF COLORADO )  
                          ) ss.  
COUNTY OF LARIMER )

The foregoing was subscribed and sworn to before me this 12th day of April, 1998, by Michael C. Koltak.

Witness my hand and official seal.

  
Notary Public  
My commission expires: 7/28/97

CHANGE OF NAME

ARTICLES OF MERGER OF  
VINCAM/STAFF ADMINISTRATORS OF WESTERN COLORADO, INC. <sup>SP 9710010843</sup>  
INTO <sup>DP 981085438</sup>  
STAFF ADMINISTRATORS OF WESTERN COLORADO, INC. <sup>11/9</sup>  
WITH AMENDMENT

The undersigned corporation, pursuant to Sections 7-111-101 et seq. of the Colorado Revised Statutes, hereby executes the following Articles of Merger:

ARTICLE ONE

771002084 C \$65.00  
SECRETARY OF STATE  
01-07-97 11:02

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Staff Administrators of Western Colorado, Inc.	Colorado
Vincam/Staff Administrators of Western Colorado, Inc.	Colorado

ARTICLE TWO

The Plan of Merger approved by the shareholders and board of directors of each of the undersigned corporations is attached hereto as Exhibit A.

ARTICLE THREE

The surviving corporation shall be Staff Administrators of Western Colorado, Inc., and it shall be governed by the laws of the State of Colorado. The surviving corporation hereby changes its name to Vincam/Staff Administrators of Western Colorado, Inc.

ARTICLE FOUR

The Articles of Incorporation of Staff Administrators of Western Colorado, Inc. shall be amended and replaced in their entirety with the Articles of Incorporation of Vincam/Staff Administrators of Western Colorado, Inc. which are attached hereto as Exhibit B.

ARTICLE FIVE

The Plan of Merger was approved by Vincam/Staff Administrators of Western Colorado, Inc. by unanimous written consent of board of directors and the sole shareholder on January 3,

PN  
1

1997. The Plan of Merger was approved by unanimous written consent of the board of directors and the shareholders of Staff Administrators of Western Colorado, Inc. on December 24, 1996.

ARTICLE SIX

All provisions of the laws of the State of Colorado applicable to the proposed merger have been complied with.

ARTICLE SEVEN

The effective date of this merger shall be upon the filing of the Articles of Merger by the Colorado Secretary of State.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF Staff Administrators of Western Colorado, Inc. has caused these Articles of Merger to be executed in its name by its president and secretary on December 31, 1996, and Vincam/Staff Administrators of Western Colorado, Inc. has caused these Articles of Merger to be executed in its name by its president and secretary on January 3, 1997.

ATTEST:

STAFF ADMINISTRATORS OF  
WESTERN COLORADO, INC.

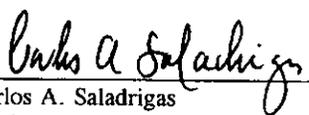
\_\_\_\_\_  
Michael C. Koltak  
Secretary

By: \_\_\_\_\_  
Robert J. Quinette  
Vice President

ATTEST:

VINCAM/STAFF ADMINISTRATORS OF  
WESTERN COLORADO, INC.

  
\_\_\_\_\_  
Elizabeth J. Keeler  
Secretary

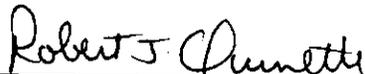
By:   
\_\_\_\_\_  
Carlos A. Saladrigas  
President

IN WITNESS WHEREOF Staff Administrators of Western Colorado, Inc. has caused these Articles of Merger to be executed in its name by its president and secretary on December 31, 1996, and Vincam/Staff Administrators of Western Colorado, Inc. has caused these Articles of Merger to be executed in its name by its president and secretary on January \_\_\_\_, 1997.

ATTEST:

STAFF ADMINISTRATORS OF  
WESTERN COLORADO, INC.

  
\_\_\_\_\_  
Michael C. Koltak  
Secretary

By:   
\_\_\_\_\_  
Robert J. Quinette  
Vice President

ATTEST:

VINCAM/STAFF ADMINISTRATORS OF  
WESTERN COLORADO, INC.

\_\_\_\_\_  
Elizabeth J. Keeler  
Secretary

By: \_\_\_\_\_  
Carlos A. Saladrigas  
President

STATE OF COLORADO )  
 ) ss:  
CITY AND COUNTY OF DENVER )

Acknowledged before me this 31st day of December, 1996, by Robert J. Quinette, Vice President and Michael C. Koltak, Secretary of Staff Administrators of Western Colorado, Inc.

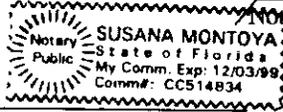
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF DADE )

Acknowledged before me this 3<sup>rd</sup> day of January, 1997, by Carlos A. Saladrigas, President, and Elizabeth J. Keeler, Secretary, of Vincam/Staff Administrators of Western Colorado, Inc.

*Susana Montoya*  
\_\_\_\_\_  
Notary Public



My commission expires: \_\_\_\_\_

STATE OF COLORADO )  
 )  
 ) *Respectfully* ss:  
CITY AND COUNTY OF DENVER )

Acknowledged before me this 31st day of December, 1996, by Robert J. Quinette,  
Vice President and Michael C. Koltak, Secretary of Staff Administrators of Western Colorado,  
Inc.



Jame L. Felke  
Notary Public

My commission expires: 1-4-97

STATE OF FLORIDA )  
 )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

Acknowledged before me this \_\_\_\_ day of January, 1997, by Carlos A.  
Saladrigas, President, and Elizabeth J. Keeler, Secretary, of Vincam/Staff Administrators of  
Western Colorado, Inc.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

EXHIBIT A

**PLAN OF MERGER**

The parties to be merged are Staff Administrators of Western Colorado, Inc., a corporation organized and existing under the laws of the State of Colorado (the "Company") as the surviving corporation, and Vincam/Staff Administrators of Western Colorado, Inc., a corporation organized and existing under the laws of the State of Colorado (hereinafter "Vincam").

RECITALS

1. The total number of shares which the Company is authorized to issue is 50,000 shares of no par value Common Stock, of which 50,000 common shares are issued and outstanding.
2. The total number of shares of all classes which Vincam is authorized to issue is 1,000 of \$.01 par value Common Stock, of which 1,000 common shares are issued and outstanding.
3. On December 24, 1996, the Board of Directors and Shareholders of the Company approved the proposed merger by unanimous written consent to corporate action pursuant to the Colorado Revised Statutes §§ 7-107-104 and 7-108-202.
4. On January 3, 1997, the Board of Directors and Sole Shareholder of Vincam approved the proposed merger by unanimous written consent to corporate action pursuant the Colorado Revised Statutes §§ 7-107-104 and 7-108-202.

SECTION I  
TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of Vincam shall cease, and the Company, the surviving corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of Vincam without the necessity for separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of Vincam and neither the rights of creditors nor any liens on the property of Vincam shall be impaired by the merger.

SECTION II  
CONVERSION OF SHARES

On the effective date, by virtue of the merger and without any further action on the part of Vincam, the Company or the holders of Company common stock:

(a) All issued and outstanding shares of capital stock of Vincam shall continue to be issued and shall be converted into 1,000 shares of common stock of the Company. Each stock certificate of Vincam evidencing ownership of any such shares shall evidence ownership of such shares of capital stock of the Company.

(b) The 24,500 shares of common stock of the Company, no par value ("Company Common Stock"), held beneficially and of record by Kris A. Smith (the "Individual Shareholder") shall be converted, without any action on the part of the Individual Shareholder into 20,000 shares of common stock, par value \$.001, of The Vincam Group, Inc., a Florida Corporation ("The Vincam Group")(the "Smith Merger Consideration"). All such shares of Company Common Stock so converted shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and the certificate previously representing such shares shall thereafter represent the right to receive the Smith Merger Consideration.

(c) The 25,500 shares of Company Common Stock held beneficially and of record by Staff Administrators, Inc., a Colorado corporation (the "Corporate Shareholder") shall be converted, without any action on the part of the Corporate Shareholder into 20,816 shares of common stock, par value \$.001, of Vincam Group (the "SAI Merger Consideration"). All such shares of Company Common Stock so converted shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and the certificate previously representing such shares shall thereafter represent the right to receive the SAI Merger Consideration.

(d) Each share of Company Common Stock held in the treasury of the Company shall be cancelled and extinguished without any conversion of such shares and no payment shall be made with respect to such shares.

SECTION III  
ARTICLES OF INCORPORATION

The Articles of Incorporation of Vincam shall be the Articles of Incorporation of the surviving corporation following the effective date of the merger and the surviving corporation shall change its name to Vincam/Staff Administrators of Western Colorado, Inc..

SECTION IV  
BYLAWS

The Bylaws, as amended, of Vincam shall be the Bylaws of the surviving corporation following the effective date of the merger.

SECTION V  
DIRECTORS AND OFFICERS

The Directors and Officers of Vincam, immediately prior to the effective date of the merger, shall be the initial Directors and Officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected, or appointed and qualified.

SECTION VI  
EFFECTIVE DATE

The effective date of this merger shall be the date of filing of the Articles of Merger by the Colorado Secretary of State.

EXECUTED on behalf of Staff Administrators of Western Colorado, Inc. on December 31, 1996, and on behalf of Vincam/Staff Administrators of Western Colorado, Inc. on January 2, 1997, pursuant to the authorization of their respective Boards of Directors and Shareholders.

ATTEST:

STAFF ADMINISTRATORS OF  
WESTERN COLORADO INC., INC.

\_\_\_\_\_  
Michael C. Koltak  
Secretary

By: \_\_\_\_\_  
Robert J. Quinette  
Vice President

ATTEST:

VINCAM/STAFF ADMINISTRATORS OF  
WESTERN COLORADO, INC.

  
\_\_\_\_\_  
Elizabeth J. Keeler  
Secretary

By:   
\_\_\_\_\_  
Carlos A. Saladrigas  
President