

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 ____, 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

~~MERGER~~ ~~CONSOLIDATION~~
~~CANCELLATION OF LIMITED PARTNERSHIP DUE TO MERGER~~
~~DOMESTIC~~ ~~FOREIGN~~ ~~PROFIT~~ ~~NONPROFIT~~

MERGER # 971002084 1-7-97

VINCAM/STAFF ADMINISTRATORS OF WESTERN COLORADO, INC.
(COLORADO CORP/DP971000843--NONSURVIVOR

INTO

STAFF ADMINISTRATORS OF WESTERN COLORADO, INC.
(COLORADO CORP/DP881085438--SURVIVOR

CHANGING NAME TO
VINCAM/STAFF ADMINISTRATORS OF WESTERN COLORADO, INC.

Please include a typed self-addressed envelope

MUST BE TYPED
FILING FEE: \$10.00
MUST SUBMIT TWO COPIES

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

For office use only 006



Handwritten signature or initials

CERTIFICATE OF CORRECTION

Pursuant to the Colorado Business Corporation Act, the undersigned hereby executes the following certificate of correction:

FIRST: The exact name of the corporation is Vincam/Staff Administrators of Western Colorado, Inc.
organized under the laws of Colorado

SECOND: Description of the documents being corrected (i.e. Articles of Incorporation, Amendment, Merger or other) or an attached copy of the document: Articles of Merger

THIRD: Date document was filed January 07, 19 97

FOURTH: Statement of incorrect information:
Exhibit B to the Articles of Merger was inadvertently omitted from the Articles of Merger when they were filed.

FIFTH: Statement of corrected information: Exhibit B to the Articles of Merger is attached to this Certificate of Correction. Exhibit B contains the Articles of Incorporation of the surviving corporation, Vincam/Staff Administrators of Western Colorado, Inc.

Signature *William T. ...*

Title ASSISTANT SECRETARY

FILED COPY



ARTICLES OF INCORPORATION
OF
VINCAM/STAFF ADMINISTRATORS OF WESTERN COLORADO, INC.

KNOW ALL PERSONS BY THESE PRESENTS: The undersigned, a natural person who is eighteen years of age or older, desiring to form a corporation under and by virtue of the laws of the State of Colorado, and in accordance with the provisions and requirements thereof, does hereby make, execute and acknowledge these Articles of Incorporation, declaring as follows:

ARTICLE I

971000843 C \$50.00
SECRETARY OF STATE
01-03-97 11:35

The name of this Corporation is Vincam/Staff Administrators of Western Colorado, Inc.

ARTICLE II

The total authorized capital of the Corporation shall consist of 1,000 shares of Common Stock, which shares shall have a par value of \$.01 per share. Any and all of such shares may be issued for such consideration expressed in dollars, not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. The consideration shall be paid, in whole or in part, in tangible or intangible property or benefit to the Corporation, including cash, services performed, or other securities of the Corporation. The promissory note of a subscriber or an affiliate of the subscriber for shares shall not constitute consideration for the shares unless the note is negotiable, is not nonrecourse, and is secured by collateral, other than the shares, having a fair market value at least equal to the principal amount of the note.

Upon receipt of the consideration such shares shall be issued and deemed fully paid and nonassessable.

ARTICLE III

The street address of the initial registered office of the Corporation is 1401 17th Street, Suite 1100, Denver, Colorado 80202, and the name of the initial registered agent at the address is Cynthia R. Smith. The written consent of the initial registered agent to the appointment as such is stated below.

The address of the Corporation's initial principal office is 2850 Douglas Road, Coral Gables, Florida 33134

ARTICLE IV

The name and address of the incorporator is Cynthia R. Smith, 1401 17th Street, Suite 1100, Denver, Colorado 80202.

ARTICLE V

A shareholder of the Corporation shall not be entitled to cumulative voting in the election of directors.

ARTICLE VI

The Board of Directors shall have authority to impose reasonable restrictions on the transfer of the Corporation's shares, provided such restrictions are noted conspicuously on the stock certificate representing the shares. Unless such restrictions are so noted, the restrictions shall be unenforceable except against a person with knowledge of the restrictions. The shares are also subject to any restrictions imposed by law, including particularly restrictions imposed by federal or state securities laws.

ARTICLE VII

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

The number of directors of this Corporation shall be fixed in accordance with the Bylaws. The number of directors may be increased or decreased in the manner provided in the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

The initial Board of Directors shall consist of two (2) directors, as follows, who shall hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, unless a director shall sooner resign or be removed, in which case such vacancy shall be filled according to the Bylaws of this Corporation:

Carlos A. Saladrigas
2850 Douglas Road
Coral Gables, Florida 33134

Jose M. Sanchez
2850 Douglas Road
Coral Gables, Florida 33134

ARTICLE VIII

The following provisions are inserted as notice of the specific intent of the Corporation concerning the management of the business and the conduct of the affairs of the Corporation, and the same are in furtherance of, and not in limitation or exclusion of, the powers conferred by the laws of the State of Colorado.

A. Conflicting Interest Transactions With Directors.

(1) (a) As used in this Section, "Conflicting Interest Transaction" means any of the following:

(I) A loan or other assistance by the Corporation to a director of the Corporation or to an entity in which a director of the Corporation is a director or officer or has a financial interest;

(II) A guaranty by the Corporation of an obligation of a director of the Corporation or of an obligation of an entity in which a director of the Corporation is a director or officer or has a financial interest; or

(III) A contract or transaction between the Corporation and a director of the Corporation or between the Corporation and an entity in which a director of the Corporation is a director or officer or has a financial interest.

(b) "Conflicting Interest Transaction" shall not include any transaction between the Corporation and another entity that owns, directly or indirectly, all of the outstanding shares of the Corporation or all of the outstanding shares or other equity interest of which are owned, directly or indirectly, by the Corporation.

(2) No Conflicting Interest Transaction shall be void or voidable or enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the Corporation, solely because the Conflicting Interest Transaction involves a director of the Corporation or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Corporation's Board of Directors or of the committee of the Board of Directors which authorizes, approves, or ratifies the Conflicting Interest Transaction or solely because the director's vote is counted for such purpose if:

(a) The material facts as to the director's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The material facts as to the director's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the shareholders entitled to vote thereon, and the Conflicting Interest Transaction is specifically authorized, approved, or ratified in good faith by a vote of the shareholders; or

(c) The Conflicting Interest Transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the shareholders.

(3) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the Conflicting Interest Transaction.

(4) A Board of Directors or a committee thereof shall not authorize a loan by the Corporation to a director of the Corporation or to an entity in which a director of the Corporation is a director or officer or has a financial interest, or a guaranty by the Corporation of an obligation of a director of the Corporation or of an obligation of an entity in which a director of the Corporation has a financial interest pursuant to paragraph (2)(a) of this Section A of Article VIII until at least ten days after written notice of the proposed authorization of the loan or guaranty has been given to the shareholders who would be entitled to vote thereon if the issue of the loan or guaranty were submitted to a vote of the shareholders.

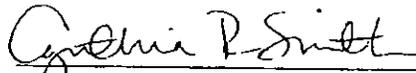
(5) Notwithstanding the foregoing, Conflicting Interest Transactions with directors shall be permitted to the fullest extent allowed by the Colorado Business Corporation Act, or any successor.

B. Indemnification. The Corporation (and any successor to the Corporation by merger or otherwise) shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation (specifically including the full extent of indemnification permitted by Sections 7-109-102 and 7-109-107 of the Colorado Business Corporation Act), or current or future judicial or administrative decisions (but, in case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each person (including the heirs, personal representatives, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom, against all liability (which for purposes of this Section include all judgments, settlements, penalties, fines and taxes under the Employment Retirement Income Security Act of 1974, as amended) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was (i) a director, or (ii) an officer or an employee of the Corporation who is specifically granted the indemnification rights provided hereby by the Board of Directors, or (iii) serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan) and as to whom the Board has granted the right to indemnification provided hereby.

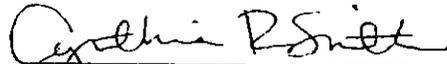
C. Personal Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for a. any breach of the director's duty of loyalty to the Corporation or to its shareholders; b. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; c. acts specified in Section 7-108-403 of the Colorado Business Corporation Act; or

d. any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Business Corporation Act is hereafter amended to eliminate or further limit further the liability of a director, then in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation under this Article, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article, prior to such repeal or modification.

EXECUTED this 3rd day of January, 1997.


CYNTHIA R. SMITH

The undersigned consents to the appointment as the initial registered agent of Vincam/Staff Administrators of Western Colorado, Inc.


CYNTHIA R. SMITH

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

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self-addressed envelope

MUST BE TYPED
MUST SUBMIT TWO COPIES

1999 1043464 C
\$ 110.00
SECRETARY OF STATE
03-08-1999 15:36:38

19881085438

APPLICATION FOR REINSTATEMENT

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned hereby executes the following:

FIRST: The name of the corporation at the time of dissolution
VINCAM / STAFF ADMINISTRATORS OF WESTERN COLORADO, INC.

SECOND: New name under which the corporation is to be reinstated (applicable only if corporate name at time of dissolution is no longer available)
N / A

THIRD: The street address of its registered office and the name of its registered agent at such address is ONE CIVIC CENTER PLAZA, 1560 BROADWAY, DENVER, COLORADO 80202
CORPORATION SERVICE COMPANY

Signature of registered agent: *Camela Lujalla*

FOURTH: The corporation was administratively dissolved on 3-1-99

FIFTH: The grounds for dissolution either did not exist or have been eliminated.

SIXTH: All taxes, fees, or penalties imposed by the Colorado Business Corporation Act have been paid.

By *William C. Costa*, William Costa
Assistant Secretary
Title

Application for reinstatement must be accompanied by a completed corporate report and requisite fees.

MAR 8 1999 2:57PM

SH&D LLP

NO. 2323 P. 2

007

FEE \$ 195.00
ON OR BEFORE
DATE DUE

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

REPORT YEAR 1998

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

THIS FORM MUST BE TYPED

19 881085438

FOR OFFICE USE ONLY

19991043454 C
\$ 110.00
SECRETARY OF STATE
03-08-1999 15:56:38

FIRST REPORT OR CORRECTIONS IN THIS COLUMN

Return completed reports to:
Department of State
Corporate Report Section
1500 Broadway, Suite 200
Denver, CO 80202

10200 Sunset Drive
Miami, FL 33173

OFFICER'S NAME AND ADDRESS	
SMITH KRIS A 1138 23 ROAD GRAND JUNCTION CO 81505	Carlen, John T., President 10200 Sunset Drive Miami, FL 33173
ROLEAK MICHAEL 2912 NORTH AVENUE #4 GRAND JUNCTION CO 81504	Paras, Martiniano J., Treasurer Martens, Elizabeth J., Secretary 10200 Sunset Drive Miami, FL 33173
QUINETTE ROBERT 2912 NORTH AVENUE #4 GRAND JUNCTION CO 81504	Ranches, Jose, Vice President 10200 Sunset Drive Miami, FL 33173

OFFICERS OR LIMITED LIABILITY COMPANY MANAGERS	(You may list more than 10 shareholders; you may list only 10 directors)
SMITH KRIS A 1138 23 ROAD GRAND JUNCTION CO 81505	Saldiviana, Carlos, Director 10200 Sunset Drive Miami, FL 33173
ROLEAK MICHAEL 2912 NORTH AVENUE #4 GRAND JUNCTION CO 81504	Ranches, Jose, Director 10200 Sunset Drive Miami, FL 33173
QUINETTE ROBERT 2912 NORTH AVENUE #4 GRAND JUNCTION CO 81504	

Address of Principal Place of Business
10200 Sunset Drive
Miami, Florida 33173

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 have been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.
William Castro
Assistant Secretary
DATE 3/1/99

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) 894-2281

SEE INSTRUCTIONS ON REVERSE

43841

CHANGE OF NAME

Mail to: Secretary of State
Corporations Section
1360 Broadway, Suite 200

For office use only 002

Denver, CO 80202

(303) 894-2251

Fax (303) 894-2242

MUST BE TYPED
FILING FEE: \$25.00
MUST SUBMIT TWO COPIES

DPC - 19881085438

19991165445 C
\$ 40.00
SECRETARY OF STATE
09-02-1999 13:44:19

Please include a typed
self-addressed envelope

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Vincam/Staff Administrators of Western COLORADO INC.

SECOND: The following amendment to the Articles of Incorporation was adopted on August
3 1999, as prescribed by the Colorado Business Corporation Act, in the manner marked with an X below:

- No shares have been issued or Directors Elected - Action by Incorporators
- No shares have been issued but Directors Elected - Action by Directors
- Such amendment was adopted by the board of directors where shares have been issued and shareholder action was not required.
- Such amendment was adopted by a vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

THIRD: If changing corporate name, the new name of the corporation is _____

ADP TotalSource CO XXII, Inc.

FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

If these amendments are to have a delayed effective date, please list that date: 8/24/99
(Not to exceed ninety (90) days from the date of filing)

Signature

Title JOSE M. SANCHEZ, V.P.

