

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

40071

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

MOORESTOWN ACQUISITIONS, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is MOORESTOWN ACQUISITIONS, INC.

SECOND: The name which it elects to use in Rhode Island is
MOORESTOWN ACQUISITIONS, INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is May 14, 1986 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to engage in the payroll processing service business.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
George F. Raymond	Director	210 East Oak Ave., Moorestown, N.J. 08057
Michael J. Farrell	Director	533 Oriole Lane, Villanova, Pa. 19085
Steven W. Morrison	Director	1003 Linda Road, Wilmington, De. 19810
George F. Raymond	President	(see above)
Michael J. Farrell	Vice President	(see above)
Steven W. Morrison	Secretary	(see above)
Steven W. Morrison	Treasurer	(see above)

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
500,000	Common	n/a	\$.10
250,000	Preferred	*	\$ 1.00

* Issuable in series as determined by the Board.

TENTH: 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 per Share or Statement that Shares are without Par Value</u>
297,601	Common	n/a	\$.10
40,026	Preferred	Series A	\$ 1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 3,343,843.00.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 78,631.00.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 17,453,000.00.

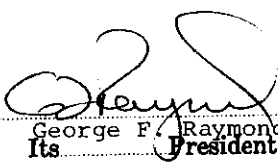
FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 683,000.00.

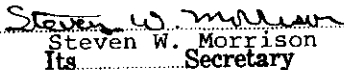
FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 15, 1986

MOORESTOWN ACQUISITIONS, INC.

[Exact Corporate Name of Corporation Making Application]

By 
George F. Raymond
Its President

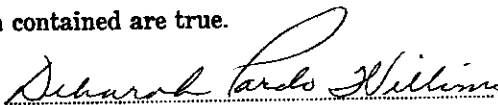
and 
Steven W. Morrison
Its Secretary

STATE OF Pennsylvania

COUNTY OF Philadelphia

} Sc.

At Philadelphia in said County on the day
of September 15, 1986, before me personally appeared George F.
Raymond, who being by me first duly sworn, declared that
he is the President of MOORESTOWN ACQUISITIONS, INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

DEBORAH PARDO WILLIAMS
Notary Public, Phila., Phila. Co.
My Commission Expires March 14, 1988

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09/16/86 PAID CP65 65.00
CHEK 0351A001 65.00

09/16/86 PAID CP6P 72.25
CHEK 0352A001 72.25

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State of Delaware

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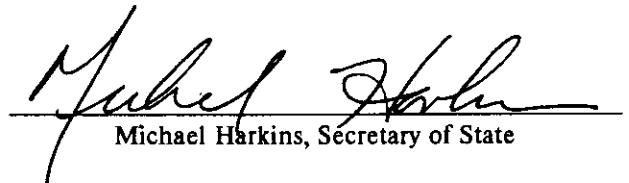
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF MOORESTOWN ACQUISITIONS, INC. FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MAY, A.D. 1986, AT 12 O'CLOCK P.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10934170

DATE: 09/04/1986

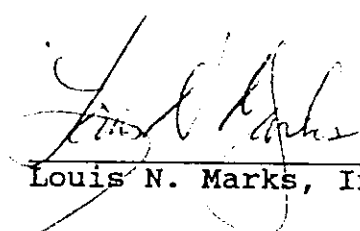
CERTIFICATE OF INCORPORATION
OF
MOORESTOWN ACQUISITIONS, INC.

1. Name. The name of the corporation is MOORESTOWN ACQUISITIONS, INC. (the "Company").
2. Registered Office and Agent. The address of the Company's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. Purpose. The purposes for which the Company is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to possess and exercise all of the powers and privileges granted by such law and any other law of Delaware.
4. Authorized Capital. The total number of shares of stock which the Company shall have authority to issue is Seven Hundred and Fifty Thousand (750,000) shares of capital stock, consisting of Two Hundred Fifty Thousand (250,000) shares of preferred stock and Five Hundred Thousand (500,000) shares of common stock, as follows:
 - 4.1. Preferred Stock. The preferred stock of the Company shall have a par value of \$1.00 per share. The Board of Directors of the Company shall have the power by resolution to (a) provide for the issuance of shares of preferred stock in a series, (b) determine the number of shares of such stock in any such series, and (c) fix the designations, preferences, qualifications, limitations, restrictions, and special or relative rights of shares of preferred stock or any series thereof.
 - 4.2. Common Stock. The common stock of the Company shall have a par value of \$.10 per share.
5. Incorporator. The name and mailing address of the incorporator of the Company is Louis N. Marks, Esquire, Pechner, Dorfman, Wolfe, Rounick & Cabot, Three Parkway, Philadelphia, Pennsylvania 19102.

6. Term. The Company is to have perpetual existence.

7. Bylaws. The bylaws of the Company may be altered, amended or repealed by the vote of a majority of all the directors or by the vote of holders of a majority of the outstanding stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 29th day of April, 1986.



Louis N. Marks, Incorporator