

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335
BUSINESS CORPORATION

98005

Corp. I.D. # 16-1528391

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

PAYCHEX AGENCY, INC 4025781

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 PAYCHEX AGENCY, INC

SECOND: The name which it elects to use in Rhode Island is PAYCHEX AGENCY, 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 NEW YORK

FOURTH: The date of its incorporation is MAY 15, 1997 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 911 PANAMA TRAIL SOUTH, ROCHESTER, NY 14625

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

BY: Lisa K. Pastore
Signature Lisa K. Pastore, Agent

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

TO CONDUCT AN INSURANCE AGENCY BUSINESS FOR THE HRS DIVISION OF PAYCHEX, INC.

FILED

DEC 08 1997

BY 146526

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

Name	Office	Address
HOWARD BUFF	Director	911 PANZERBARK TRAIL, ROCHESTER, N.Y.
JOHN MORPHY	Director	SAME
GENE POLISSENI	Director	SAME
HOWARD BUFF	President	SAME
VACANT	Vice President	
JOHN MORPHY	Secretary	SAME
JOHN MORPHY	Treasurer	SAME

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
200	COMMON		NO PAR VALUE

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
10	COMMON		NO PAR VALUE

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ NONE

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ NONE

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 2,000,000

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 \$ 10,000

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 9/17 1997

PAYCHEX AGENCY INC.
(Exact Corporate Name of corporation Making Application)

By [Signature]
Its Howard Buff President
and [Signature]
Its John Morphy Secretary

STATE OF NEW YORK }
COUNTY OF MONROE } Sc.

AT FAIRPORT, NEW YORK in said County on the 17th day
of SEPTEMBER 19 97, before me personally appeared HOWARD
G. BUFF, who being by me first duly sworn, declared that
he/~~she~~ is the PRESIDENT of PAYCHEX AGENCY, INC.
that he/~~she~~ signed the foregoing document as such PRESIDENT of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

ARA S. BARNETT
Notary Public in the State of New York
ONTARIO COUNTY
Commission Expires October 31, 1998

PAYCHEX®

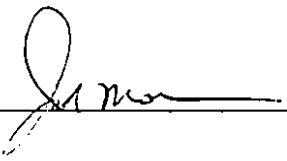
911 Panorama Trail South
P.O. Box 25397
Rochester, New York 14625-0397

(716) 385/6666

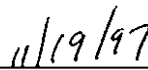
CONSENT TO USE OF NAME

I, John Morphy, Vice President of Finance, do hereby state that I have the authority to execute this certificate on behalf of Paychex, Inc.

Paychex Agency, Inc. is a New York corporation which is wholly-owned by Paychex, Inc. Paychex has no objection to use of the name Paychex Agency, Inc. in the state of Rhode Island by an affiliated company, and shall not use confusion with respect to the name of a company in the Group as a defense in any legal proceeding in order to avoid a claim attributable to such company.



John Morphy
Vice President of Finance



Date