

Filing and License Fee: \$310.00 minimum

ID Number: 139893



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

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:

1. The name of the corporation is TriNet Acquisition Corporation *18279 account attached*
2. It is incorporated under the laws of California
3. The name, if different, which it elects to use in Rhode Island is:

(a) 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:
TriNet Acquisition Corporation

(b) 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:

4. The date of its incorporation is 03/20/2003 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1100 San Leandro Blvd, San Leandro, California 94577
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island is
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

See Attachment - TriNet provides outsourced payroll, benefits & HR services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized.

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

	<u>Name</u>	<u>Address</u>
Director	Martin Babinec	1100 San Leandro Blvd, San Leandro, CA 94577
Director	Douglas P. Devlin	1100 San Leandro Blvd, San Leandro, CA 94577
President	Martin Babinec	1100 San Leandro Blvd San Leandro, CA 94577
Vice President	Gregory Hammond	1100 San Leandro Blvd San Leandro, CA 94577
Treasurer	Douglas P. Devlin	1100 San Leandro Blvd San Leandro, CA 94577
Secretary	Gregory Hammond	1100 San Leandro Blvd San Leandro, CA 94577

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BY *[Signature]* c29909

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 or Statement that Shares are without Par Value
1000	Common		NaN

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 or Statement that Shares are without Par Value
1000	Common		NaN

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 10928000.0000
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.0000
- (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
\$ 33361000.0000
- (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 \$ 19000.0000 NaN
- (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 0.06% % [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: 4/8/04

Martin Babinec

Gregory Hammond

TriNet Acquisition Corporation

Print Exact Name of Corporation Making Application

By

☒ President or ☐ Vice President (check one)

By

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF CA
COUNTY OF Alameda

In San Leandro, on this 8th day of April, 2004, before me personally appeared Martin Babinec who, being duly sworn, declared that he/she is the President 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.



JENNIFER LYNN DIAZ
COMM. NO. 1345335
NOTARY PUBLIC - CALIFORNIA
ALAMEDA COUNTY
My comm. expires Mar. 03, 2006

Notary Public Jennifer Diaz
My Commission Expires: 03/03/2006

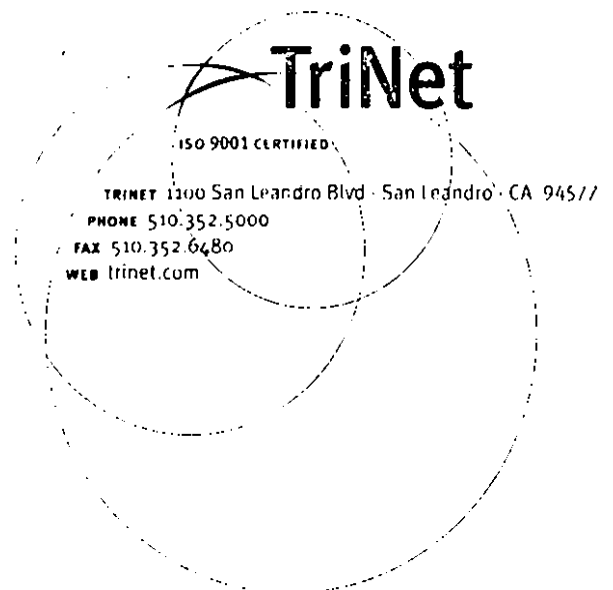
Attachment to Rhode Island

Purpose Clause

TriNet provides outsourced payroll, benefits & HR services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

Officers & Directors

- | | | |
|----|-------------------|------------------------------|
| 1. | Full Name: | Martin Babinec |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President and CEO |
| | Business Address: | 1100 San Leandro Blvd |
| | City: | San Leandro |
| | State: | CA |
| | ZIP Code: | 94577 |
| 2. | Full Name: | Douglas P. Devlin |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | CFO and Treasurer |
| | Business Address: | 1100 San Leandro Blvd |
| | City: | San Leandro |
| | State: | CA |
| | ZIP Code: | 94577 |
| 3. | Full Name: | Gregory Hammond |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President and Secretary |
| | Business Address: | 1100 San Leandro Blvd |
| | City: | San Leandro |
| | State: | CA |
| | ZIP Code: | 94577 |



April 20, 2004

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

RE : Letter of Consent

To Whom It May Concern:

TriNet Employer Group hereby gives consent to TriNet Acquisition Corporation to use the name TriNet Acquisition Corporation.

Sincerely,

TriNet Employer Group

Douglas P. Devlin
CFO/COO, Treasurer

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SECRETARY OF STATE



I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 19 2004



Kevin Shelley
Secretary of State