

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

Corporate ID 68997

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

THE ASSOCIATES PAYROLL MANAGEMENT SERVICE COMPANY, 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
THE ASSOCIATES PAYROLL MANAGEMENT SERVICE COMPANY, INC.

SECOND: The name which it elects to use in Rhode Island is
THE ASSOCIATES PAYROLL MANAGEMENT SERVICE COMPANY, 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 12/13/68 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 32 LOOCKERMAN SQUARE, SUITE L-100, DOVER, DELAWARE 19901.

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900,
170 Westminster Street, Providence 02903 and the name of its proposed registered agent in
Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

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

CORPORATION WILL SERVE AS A PAYROLL COMPANY.

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

Address

Director

Director

...Vice President

Treasurer

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:

**Par Value per Share
or Statement that
Shares are without
Par Value**

\$100

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:

**Par Value per Share
or Statement that
Shares are without
Par Value**

\$100

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 \$ NONE

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 \$ NONE

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.

EXHIBIT "A"

THE ASSOCIATES PAYROLL MANAGEMENT SERVICE COMPANY, INC.

(DELAWARE)

DIRECTORS

<u>Name</u>	<u>Address</u>
Keith W. Hughes	5500 Chatham Hill Dallas, TX 75220
Alan B. Lerner	9612 Rockbrook Dallas, TX 75220
Harold D. Marshall	4903 Overhill Road Dallas, TX 75220

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Harold D. Marshall	President	4903 Overhill Road Dallas, TX 75220
Dennis J. Mandick	Executive Vice President, & Controller	1513 Cottonwood Valley Cr. Irving, TX 75038
Francis Suarino	Executive Vice President, General Counsel & Assistant Secretary	1704 Driskill Drive Irving, TX 75038
John D. Kines	Executive Vice President	5516 Stonegate Road Dallas, TX 75209
Lawrence J. Pelka	Executive Vice President	4537 N. O'Connor, #1225 Irving, TX 75062
Charles W. Staudenmayer	Executive Vice President	3224 Ipswich Plano, TX 75023
Stephen J. Costas	Senior Vice President & Associate General Counsel & Assistant Secretary	3208 Purdue Avenue University Park, TX 75225
John F. Hughes	Senior Vice President & Treasurer	5500 Chatham Hill Dallas, TX 75220
John F. Stillo	Senior Vice President & Assistant Controller	105 Van Burne Court Colleyville, TX 76034
D. W. David Bain	Senior Vice President	721 E. Bethel School Rd. Coppell, TX 75019
Judy K. Winkel	Senior Vice President	3708 Northview Lane Dallas, TX 75229
Corbin Bolinger	Vice President & Assistant Treasurer	4040 Flintridge Drive Dallas, TX 75234

<u>Name</u>	<u>Title</u>	<u>Address</u>
Lyndal A. Chaffin	Vice President & Assistant Treasurer	1708 Paxton Carrollton, TX 75006
Gayle L. Stouffer	Vice President & Assistant Treasurer	6920 Clemson Dallas, TX 75266
Kent M. Williams	Vice President & Assistant Treasurer	P.O. Box 660237 Dallas, TX 75266
Dorothea W. Winston	Vice President & Assistant Treasurer	6035 Anita Street Dallas, TX 75206
Robert W. Joven	Vice President & Assistant Secretary	700 Meadow Bend Court Highland Village, TX 75067
Mark J. Lieberman	Vice President & Assistant Secretary	4835 N. O'Connor Road Irving, TX 75062
David W. Freidell	Vice President	1320 Fieldstone Bedford, TX 76021
John M. Ganster	Vice President	106 Fox Glen Circle Irving, TX 75062
Eugene V. Hannigan	Vice President	3216 Hickory Court Bedford, TX 76021
Chester D. Longenecker	Vice President	1160 Taylor Street Southlake, TX 76092
Lanny E. McElroy	Vice President	3804 Wimberly Drive Bedford, TX 76021
Rocco N. Nanni	Vice President & Assistant Secretary	1911 Cleburn Drive Arlington, TX 76012
Edward J. Zagorski	Vice President	9511 East Valley Ranch Pkwy. Irving, TX 75063
Thomas S. Landis	Assistant Vice President & Secretary	1911 McCartney Court Arlington, TX 76012

Dated June 26, 19 92 THE ASSOCIATES PAYROLL MANAGEMENT SERVICE COMPANY, I
[Exact Corporate Name of Corporation Making Application]

By Rocco N. Nanni
ROCCO N. NANNI Its VICE President
and Thomas S. Landis
THOMAS S. LANDIS Its Secretary

STATE OF TEXAS }
COUNTY OF DALLAS } Sc.

At DALLAS, TEXAS in said County on the 26th day
of June 19 92, before me personally appeared
ROCCO N. NANNI, who being by me first duly sworn, declared that
he is the VICE-PRESIDENT of THE ASSOCIATES PAYROLL MANAGEMENT
SERVICE COMPANY, INC.,
that he signed the foregoing document as such VICE-PRESIDENT of the
corporation. and that the statements therein contained are true.

Vicky Smith
Notary Public

(NOTARIAL SEAL)



RECEIVED
SECRETARY OF STATE
WASHINGTON, D.C.

JUL 13 9 19 AM '92

20#9
83964

Rec'd & Filed JUL 13 1992

Rec'd & Filed JUL 13 1992



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LEASEAMATIC, INC." FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 1992, AT 9 O'CLOCK A.M.

* * * * *



Michael Ratchford

SECRETARY OF STATE

AUTHENTICATION: *3499587

921775160

DATE: 06/25/1992