

Filing and License Fee: \$310.00 minimum

ID Number: 147739



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 Paychex Time & Attendance Inc. *is 25781 original attached*
- 2. It is incorporated under the laws of Delaware
- 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:*

(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 April 1, 2004 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 c/o The Corporation Trust Company, Corporation Trust Center, Wilmington DE 19801

- 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 at
(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:
sale and installation of time and attendance computer software systems

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

	<u>Name</u>	<u>Address</u>
Director	<u>John Morphy</u>	<u>911 Panorama Trail South, Rochester NY 14625</u>
Director	<u>Walter Turek</u>	<u>911 Panorama Trail South, Rochester NY 14625</u>
President	<u>Martin Mucci</u>	<u>911 Panorama Trail South, Rochester NY 14625</u>
Vice President	<u>John Morphy</u>	<u>911 Panorama Trail South, Rochester NY 14625</u>
Treasurer	<u>John Morphy</u>	<u>911 Panorama Trail South, Rochester NY 14625</u>
Secretary	<u>John Morphy</u>	<u>911 Panorama Trail South, Rochester NY 14625</u>

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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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
3000	common		\$1.00

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100	common		\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2.5 million

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0

(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 \$ 6 million

(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 \$ 100,000

(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 1.667 % [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: 2/25/05

Paychex Time & Attendance Inc.

Print Exact Name of Corporation Making Application

By

[Signature]
 President or Vice President (check one)

By

[Signature]
 Secretary or Assistant Secretary (check one)

STATE OF New York
 COUNTY OF Montro

In Rochester NY, on this 25th day of February, 2005, before me personally appeared John Morphy who, being duly sworn, declared that he/she is the Secretary 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.

[Signature]
 Notary Public
 My Commission Expires:

KATHLEEN L. COOKS
 NOTARY PUBLIC State of New York
 Montro County
 My Commission Expires August 31, 2005

PAYCHEX

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

(585) 385-6666
www.paychex.com

CONSENT TO USE OF NAME

The undersigned, being Senior Vice President and Secretary of PAYCHEX, INC., a corporation organized under the laws of the State of Delaware and the parent company of PAYCHEX TIME & ATTENDANCE, INC. (the "Corporation"), does hereby consent to use of the name "PAYCHEX TIME & ATTENDANCE, INC". by the Corporation in the state of Rhode Island.

Dated: March 24, 2005

PAYCHEX, INC.

By: _____

John Morphy

Senior Vice President and Secretary

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PAYCHEX TIME & ATTENDANCE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF APRIL, A.D. 2004, AT 1:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3676017

DATE: 02-10-05