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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

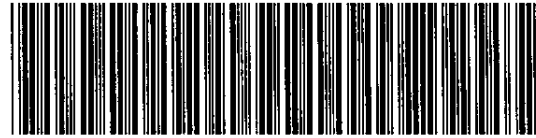
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DIVISION OF REVENUE

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Asure Software, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Becky Asfeld

Name of Person

Messerli & Kramer P.A.

Firm/Company

100 South Fifth Street, Suite 1400

Address

Minneapolis, MN 55402

City/State and Zip code

pcurran@messerlikramer.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Becky Asfeld

at (612) 672-3685

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Asure Software, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
2. Delaware 3. 74-2415696
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/30/1989 5.
(Date of incorporation) (Date of duration, if other than perpetual)
6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 110 Wild Basin Road, Suite 100, Austin, TX 78746
(Principal office address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Hiedi M. Liesch
Assistant Secretary
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

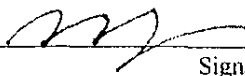
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Brad Wolfe, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

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**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

A. DIRECTORS

Director: David Sandberg

Address: 110 Wild Basin Road, Suite 100, Austin, TX 78746

Director: Patrick Goepel

Address: 110 Wild Basin Road, Suite 100, Austin, TX 78746

Director: Matt Behrent

Address: 110 Wild Basin Road, Suite 100, Austin, TX 78746

Director: J. Randall Waterfield

Address: 110 Wild Basin Road, Suite 100, Austin, TX 78746

Director: Adrian Pertierra

Address: 110 Wild Basin Road, Suite 100, Austin, TX 78746

B. OFFICERS

Chief Executive Officer and President: Patrick Goepel

Address: 110 Wild Basin Road, Suite 100, Austin, TX 78746

Chief Financial Officer and Secretary: Brad Wolfe

Address: 110 Wild Basin Road, Suite 100, Austin, TX 78746

Chief Operating Officer: Joseph Karbowski

Address: 110 Wild Basin Road, Suite 100, Austin, TX 78746

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IN DEPT OF STATE

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Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASURE SOFTWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2016.


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASURE SOFTWARE, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MAY, A.D. 1989.



2197785 8300

SR# 20167120998

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 203538132

Date: 12-19-16