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C T CORPORATION SYSTEM  
Requestor's Name  
1311 Executive Center Drive, Ste. 200  
Address  
Tallahassee, FL 32301 (904) 656-8290  
City State Zip Phone

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CORPORATION(S) NAME

InTime Systems International Inc.

- ☒ Profit  
☐ NonProfit  
☐ Amendment  
☐ Merger  
☐ Foreign  
☐ Dissolution/Withdrawal  
☐ Mark  
☐ Limited Partnership  
☐ Annual Report  
☐ Other  
☐ Reinstatement  
☐ Reservation  
☐ Change of R.A.  
☐ Fictitious Name  
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**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. InTime Systems International, Inc.  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware  
(State or country under the law of which it is incorporated)

3. January 3, 1994 4. Perpetual  
(Date of Incorporation) (Duration)

5. 65-0480407  
(Federal Employer Identification number, if applicable)

6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1655 Palm Beach Lakes Blvd., Ste. 200, West Palm Beach, Florida 33401  
(Current mailing address)

8. See attached purpose clause  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

**A. Directors:**

Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. Officers:**

President See attached list of officers

Address \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: Michael D. Harris, Esq.

Office Address: Cohen, Chernay, et al, 712 U.S. Highway One, 4th Floor

North Palm Beach, Florida 33408

Zip Code

**11. 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.

Registered agent's signature: \_\_\_\_\_

Michael D. Harris, Esq.

(Typed Name and Title of Officer)

12. 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.

13. William E. Berry, President

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William E. Berry, President

(Name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
InTime Systems International, Inc.**

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Sale and licensing of proprietary time and attendance management software systems and provision of consulting services relating to the selections, implementation and use of human resource, payroll software and related systems. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida.

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Officers and Directors of InTime Systems International, Inc.

Mr. William E. Berry, President, Secretary and Director  
1655 Palm Beach Lakes, Blvd., Suite 200  
West Palm Beach, FL 33402  
(407) 478-0022

Residence: 53 Milestone Way  
West Palm Beach, Florida 33415  
(407) 478-8832

Mr. John E. Steiner, Executive Vice President, Treasurer and  
Chairman of the Board  
6160 St. Andrews Road  
Columbia, South Carolina 29212  
(803) 798-7253

Residence: 142 Coldstream Drive  
Columbia, South Carolina 29212  
(803) 732-2098

Mr. Mark Murphy, Chief Financial Officer  
6160 St. Andrews Road  
Columbia, South Carolina 29212  
(803) 798-7253

Residence: 219 Forecastle Ct.,  
Lexington, South Carolina 29022

Mr. Robert Schiff, Senior Vice President, Assistant Secretary  
5 Independence Way  
Princeton, New Jersey 08540  
(609) 452-9077

Residence: 8 Brians Way,  
Princeton Jct., New Jersey 08550  
(609) 936-8214

Mr. James C. Dean, Vice President and Assistant Secretary  
1655 Palm Beach Lakes, Blvd., Suite 200  
West Palm Beach, FL 33402  
(407) 478-0022

Residence: 425 Anchorage Drive  
North Palm Beach, FL 33408  
(407) 845-9414

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Mr. Sherman A. Drusin, Director  
84 Westchester Business Park Drive  
Armonk, New Jersey 10504  
(914) 273-1212 x 625

Residence: 113 Rolling Ridge Road  
New City, New York 10956  
(914) 634-7383

Mr. Richard H. Williams, Director  
900 S. U.S. Highway One  
Jupiter, Florida 33477  
(407) 575-1242

Residence: 815 S.E. MacArthur Blvd.,  
Stuart, Florida 34996  
(407) 225-5152

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*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTIME SYSTEMS INTERNATIONAL, 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 FIFTEENTH DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Edward J. Freel*