

Donor Number Only

F96000002778

C T CORPORATION SYSTEM
Requestor's Name
660 Paul Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

400001796444
-04/26/96--01073--006
*****70.00 *****70.00

W96-9033

The Ultimate Software Group, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN - 1 PM 12:50

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Electronic Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4/26/96

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1996

CT SYSTEM

SUBJECT: THE ULTIMATE SOFTWARE GROUP, INC.
Ref. Number: W96000009033

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We have received your document for THE ULTIMATE SOFTWARE GROUP, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 996A00020028

Walk-In
Pick-Up
5/15/96

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96 MAY 15 AM 11:12
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 15, 1996

CT SYSTEM

SUBJECT: THE ULTIMATE SOFTWARE GROUP, INC.
Ref. Nurnber: W96000009033

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DIVISION OF CORPORATIONS
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dlb/a
US Group (DE) Inc.

We have received your document for THE ULTIMATE SOFTWARE GROUP, INC. and your check(s) totalling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

We are aware that you submitted a consent form and that the Delaware corporation you wish to file owns the Florida corporation with the same name. By law, we cannot file two corporations by the exact same name, and you must still submit a completed name resolution. A blank resolution is attached for your convenience. When you return the resolution, please let us know whether or not you still wish to file the Fictitious Name application you submitted today. Please note that the name "US GROUP" is also unavailable for use as a corporate name, although you may still file it as a Fictitious Name.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 496A00024085

*Walk-In
pick-up
6/14/96*

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Scott Scherr, do hereby certify that this Resolution of the Board of Directors of The Ultimate Software Group, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on May 17, 1996. Be it resolved, that The Ultimate Software Group, Inc., organized and existing in the State of Delaware, hereby adopts the name US Group (DE) Inc. for use in Florida.

Dated: May 28, 1996



Signature of President

Scott Scherr

Type or print name

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. The Ultimate Software Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Applied for
(FEI number, if applicable)
4. April 15, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road,
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Jonathan Giddings
(Registered agent's signature) (Officer)

Jonathan Giddings
(Type Name and Title of Officer)

Jonathan Giddings
Assistant Secretary

11. 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Scott Scherr

Address: 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312

Vice Chairman: Alan Goldstein

Address: 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312

Director: Marc D. Scherr

Address: c/o Residential Company of America, 720 Fifth Avenue
10th Floor, New York, NY 10019

Director: _____

Address: _____

B. OFFICERS

President: Scott Scherr

Address: 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312

Vice President: Alan Goldstein

Address: 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312

Secretary: Jim Alu

Address: 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312

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Treasurer: Alan Goldstein

Address: 3111 Stirling Road, Suite 308

Fort Lauderdale, Florida 33312

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott Schorr , President

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

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ADDENDUM TO APPLICATION BY A FOREIGN CORPORATION OF
THE ULTIMATE SOFTWARE GROUP, INC.

Officers

Vice President: Paul Gonzalez

Address: 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312

Vice President: Dale Baker

Address: 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312

Vice President: Jim Alu

Address: 3111 Stirling Road, Suite 308
Fort Lauderdale, Florida 33312

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE ULTIMATE SOFTWARE GROUP, 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 TWENTY-FIFTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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04-25-96