

L92435

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002435729--6
-02/20/98--01001--012
*****70.00 *****70.00

merger
The Ultimate Software Group, Inc. (FL)
merging into:
The Ultimate Software Group, Inc. (DE)

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

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Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

2-19-98

Thanks,
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE ULTIMATE SOFTWARE GROUP, INC., a Florida corporation L92435
,

INTO

THE ULTIMATE SOFTWARE GROUP, a Delaware corporation not qualified in
Florida.

File date: February 20, 1998

Corporate Specialist: Annette Hogan

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
OF
THE ULTIMATE SOFTWARE GROUP, INC.
(A FLORIDA CORPORATION)

INTO

THE ULTIMATE SOFTWARE GROUP, INC.
(A DELAWARE CORPORATION)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), the undersigned corporations adopt the following Articles of Merger:

FIRST: The Ultimate Software Group, Inc. is a corporation organized under the laws of the State of Delaware ("USG"), owning all of the issued and outstanding shares of stock of The Ultimate Software Group, Inc., a corporation organized under the laws of the State of Florida (the "Company").

SECOND: The plan of merger, attached hereto as Exhibit A (the "Plan of Merger"), was adopted by unanimous written consent of the board of directors of USG on the 29th day of January, 1998.

THIRD: The Plan of Merger was adopted by the Board of Directors of the Company on the 29th day of January, 1998.

FOURTH: Shareholder approval of the merger is not required.

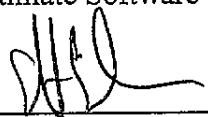
FIFTH: The shareholder of the Company waived the requirement, pursuant to Section 607.1104(2) of the FBCA, to be mailed a copy of the Plan of Merger.

SIXTH: The Shareholder of the Company who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent

from the merger pursuant to Section 607.1320 of the FBCA may be entitled, if it complies with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

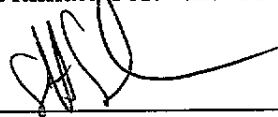
Signed this 29th day of January, 1998.

The Ultimate Software Group, Inc.

By: 

Scott Scherr
President and Chief Executive
Officer

The Ultimate Software Group, Inc.

By: 

Scott Scherr
President

EXHIBIT A

PLAN OF MERGER

OF

THE ULTIMATE SOFTWARE GROUP, INC.
(A FLORIDA CORPORATION)

INTO

THE ULTIMATE SOFTWARE GROUP, INC.
(A DELAWARE CORPORATION)

1. ***Merger.*** Subject to and in accordance with the provisions of this Plan, at the Effective Time (as defined in Paragraph 2), The Ultimate Software Group, Inc., a Florida Corporation ("Inc."), will be merged with and into The Ultimate Software Group, Inc., a Delaware Corporation ("USG"), and the separate corporate existence of Inc. will thereupon cease (the "Merger") in accordance with the applicable provisions of the Florida Business Corporation Act (the "FBCA"), including without limitation Section 607.1104 thereof, and the Delaware General Corporation Law ("DGCL"), including without limitation Section 253 thereof.

2. ***Effective Time.*** As soon as practicable after satisfaction or waiver of all conditions to the Merger, Inc. and USG (the "Constituent Corporations") shall cause a certificate of merger and ownership complying with the requirements of the DGCL (the "Delaware Certificate of Merger") to be filed with the Secretary of State of the State of Delaware and articles of merger complying with the requirements of the FBCA (the "Florida Articles of Merger") to be filed with the Secretary of State of the State of Florida. The Merger will become effective at the time of the later of the filing of the Delaware Certificate of Merger with the Secretary of State of the State of Delaware and the filing of the Florida Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

3. ***Effect of Merger.*** The Merger will have the effects specified in the FBCA, the DGCL and this Plan. Without limiting the generality of the foregoing, USG will be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation") and will continue to be governed by the laws of the State of Delaware, and the separate corporate existence of USG and all of its rights, privileges, powers and franchises, public as well as private, and all its debts, liabilities and duties as a corporation organized under the DGCL, will continue unaffected by the Merger.

4. ***The Stock.*** At the Effective Time, each share of Common Stock of Inc. outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled. Each share of

Common and Preferred Stock of USG (including all classes and series thereof) shall continue to represent such share of Common and Preferred Stock in the Surviving Corporation.

5. *Articles of Incorporation and By-Laws.*

(a) At the Effective Time, the Third Amended and Restated Certificate of Incorporation, as amended, of USG (the "Certificate of Incorporation"), as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue as in effect immediately prior to the Effective Time until thereafter amended in accordance with its terms and the DGCL.

(b) At the Effective Time, the By-Laws of USG, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation and shall continue as in effect immediately prior to the Effective Time until thereafter amended in accordance with their terms, the Certificate of Incorporation of the Surviving Corporation and the DGCL.

6. *Directors and Officers.* The directors and officers of USG immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation, from and after the Effective Time, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation and the DGCL.

7. *Right of Dissent.* The Shareholder of Inc. who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissents from the merger pursuant to Section 607.1320 of the FBCA, may be entitled, if it complies with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

8. *Further Assurances.* If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable to (i) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Inc., or (ii) otherwise carry out the purposes of this Plan, Inc. and its officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such deeds, assignments or assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan, and the officers and directors of the Surviving Corporation are authorized in the name of Inc. or otherwise to take any and all such action.

9. *Conditions of the Merger.* The consummation of the Merger is subject to the satisfaction of the following conditions prior to the Effective Time: USG and

Inc. shall have received all consents and approvals which are necessary or appropriate for the consummation of the Merger and all other transactions contemplated thereby.