

State of Idaho

Office of the Secretary of State

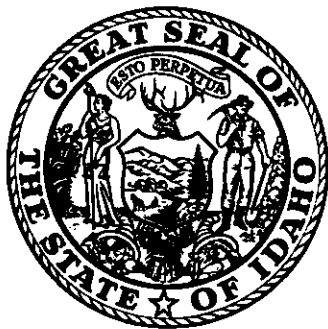
**CERTIFICATE OF AUTHORITY
OF
THE ULTIMATE SOFTWARE GROUP, INC.**

File Number C 199759

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: September 23, 2013



Ben Yursa

SECRETARY OF STATE

By *Mary Barber*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2013 SEP 23 AM 9:17

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is:
The Ultimate Software Group, Inc.
- The name which it shall use in Idaho is: The Ultimate Software Group, Inc.
- It is incorporated under the laws of: Delware
- Its date of incorporation is: 04-15-1996
- The address of its principal office is:
2000 Ultimate Way Weston FL 33326
- The address to which correspondence should be addressed, if different from item 5, is:
1485 N Park Drive Weston FI 33326
- The street address of its registered office in Idaho is: _____
and its registered agent in Idaho at that address is: C.T. Corporation System
921 S Orchard St Suite G
Boise, ID 83705
- The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>Frank Satalino</u>	<u>VP Finance</u>	<u>1485 N Park Dr Weston FL 33326</u>
<u>Mitch Dauerman</u>	<u>VP-CFO & Treasurer</u>	<u>1485 N Park, Dr. Weston FL</u>
<u>Scott Scherr</u>	<u>President & CEO</u>	<u>1485 N Park Dr. Weston, FL</u> <u>33326</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 09-16-2013

Signature: _____

Typed Name: Frank Satalino

Capacity: VP-TAX

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 06/2005

IDAHO SECRETARY OF STATE
09/23/2013 05:00
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C199759

Delaware

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The First State

I, JEFFREY W. BULLOCK, 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 SIXTEENTH DAY OF SEPTEMBER, A.D. 2013.

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.

2609308 8300

131092754

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0738872

DATE: 09-16-13