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Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT QUALIFICATION

Exact Software Latin America, Inc.

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DIVISION OF CORPORATION

Certificate of Status	0
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Page Count	04
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F03-3432
OR

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. Exact Software Latin America, 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 3. 31-1759460
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 17, 1999 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)

7. 353 East Center Street, Marion, OH 43301
(Principal office address)
353 East Center Street, P. O. Box 1824, Marion, OH 43301-1824
(Current mailing address)

8. software development and sales
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road,
Plantation, Florida 33324
(City) (Zip code)

10. 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.

CT Corporation System
Tammy Toferro
(Registered agent's signature) ASSA. VICE PRESIDENT

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: H.L.L. Groenewegen

Address: c/o Exact Software North America, Inc., 333 East Center Street, P. O. Box 1824

Marion, OH 43301-1824

Vice Chairman: James P. Kent, Jr.

Address: c/o Exact Software North America, Inc., 333 East Center Street, P. O. Box 1824

Marion, OH 43301-1824

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: H.L.L. Groenewegen

Address: c/o Exact Software North America, Inc., 333 East Center Street, P. O. Box 1824

Marion, OH 43301-1824

Vice President: H.L.L. Groenewegen

Address: same as above

Secretary: Carol Nelson

Address: c/o Exact Software North America, Inc., 333 East Center Street, P. O. Box 1824, Marion, OH 43301-1824

Treasurer: H.L.L. Groenewegen

Address: same as above

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. Carol Nelson, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXACT SOFTWARE LATIN AMERICA, 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 TENTH DAY OF JULY, A.D. 2003.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2520440

DATE: 07-10-03

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