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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 660838 7124655

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

FILED
05 OCT 21 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 19, 2005

ORDER TIME : 10:26 AM

ORDER NO. : 660838-005

CUSTOMER NO: 7124655

FOREIGN FILINGS

NAME: FINANCIAL ENGINES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

**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. FINANCIAL ENGINES, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. CALIFORNIA 3. 94-3250323
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 13, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1804 EMBARCADERO ROAD, PALO ALTO, CA 94303
(Principal office address)

1804 EMBARCADERO ROAD, PALO ALTO, CA 94303
(Current mailing address)

8. MARKET SOFTWARE RELATING TO PROVIDING INVESTMENT ADVICE.
(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 NOT acceptable)

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 RAYS STREET

TALLAHASSEE, Florida 32301
(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.

CORPORATION SERVICE COMPANY
By: Cynthia L. Harris
(Registered agent's signature)

Cynthia L. Harris
as its agent

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: PLEASE REFER TO ATTACHED ADDENDUM.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: PLEASE REFER TO ATTACHED ADDENDUM.

Address: _____

Vice President: _____

Address: _____

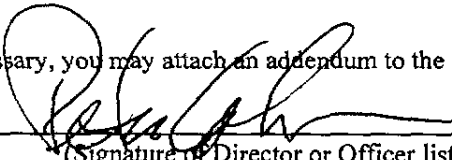
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. PETER COHN, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

FINANCIAL ENGINES, INC.

**Addendum to
Application for Foreign Corporation for
Authority to Transact Business in Florida**

ITEM 12

Directors

Joseph A. Grundfest
1700 Webster Street
Palo Alto, CA 94301

E. Olena Berg Lacy
1797 Shalom Drive
West Bend, WI 53090

Robert Huret
c/o Financial Technology Ventures L.P.
601 California Street
San Francisco, CA 94104

Jeffrey N. Maggioncalda
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Paul Koontz (Chairman)
c/o Foundation Capital
70 Willow Road, Suite 103
Menlo Park, CA 94025

William F. Sharpe
25 Doud Drive
Los Altos, CA 94022

C. Richard Kramlich
c/o New Enterprise Associates
2490 Sand Hill Road
Menlo Park, CA 94025

Mark A. Wolfson
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Officers

Jeffrey N. Maggioncalda
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

President and Chief Executive Officer

Raymond J. Sims
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Executive Vice President, Chief Financial Officer

Christopher L. Jones
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Executive Vice President, Investment Manager

William Thompson
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Executive Vice President, Marketing Strategy

Lawrence M. Raffone
c/o Financial Engines, Inc.
60 William Street, Suite 350
Wellesley, MA 02481

Executive Vice President, Sales and Client Services

Garry Hallee
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Executive Vice President, Technology

Anne S. Tuttle
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Interim General Counsel

Ronald T. Park
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Chief Technology Officer

Jason Scott
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Vice President, Financial Research

Kenneth M. Fine
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Executive Vice President, Marketing Operations

Jackie Hipps
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Vice President, Operations

Michael Campbell
c/o Financial Engines, Inc.
1804 Embarcadero Road
Palo Alto, CA 94303

Vice President, Software Development

Peter Cohn, Esq.
c/o Orrick, Herrington & Sutcliffe LLP
1020 Marsh Road
Menlo Park, CA 94025

Assistant Secretary

State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **13TH day of MAY, 1996, FINANCIAL ENGINES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
October 20, 2005.



BRUCE McPHERSON
Secretary of State