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FOREIGN PROFIT/NONPROFIT CORPORATION

Direct Insite Corp.

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T. Burch SEP 14 2009

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. DIRECT INSITE CORP.

(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. Delaware 3. 11-2893590
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 27, 1987 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. 80 Orville Drive, Bohemia, New York 11716
(Principal office address)

80 Orville Drive, Bohemia, New York 11716
(Current mailing address)

8. The purpose of the corporation is to engage in any and all lawful act or activity for which corporations may be organized.
(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: C T 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.

By: C T Corporation System
Juan Grajeda
(Registered agent's signature)

Juan Grajeda
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.

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

A. DIRECTORS

Chairman of the Board: James A. Cannavino
80 Orville Road, Bohemia, New York 11716

Director: Michael Levin
c/o Metropolitan Venture Partners Corp., 432 Park Avenue South, 12th Floor,
New York, New York 10012

Director: Dr. Dennis J. Murray
c/o Marist College, Greystone Building, 3399 North Road, Poughkeepsie, NY 12601

Director: Bernard Puckett
45 Copper Creek, Irvine, CA 92603

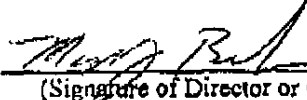
B. OFFICERS

James A. Cannavino
Chairman and Chief Executive Officer
80 Orville Road, Bohemia, NY 11716

Mathew E. Oakes
President and Chief Operating Officer
80 Orville Road, Bohemia, NY 11716

Michael J. Beecher
Chief Financial Officer and Secretary
80 Orville Road, Bohemia, NY 11716

Arnold Leap
Executive Vice President and Chief Technology Officer
80 Orville Road, Bohemia, NY 11716

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

14. Michael Beecher, Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIRECT INSITE CORP." 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 SEPTEMBER, A.D. 2009.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7520503

DATE: 09-10-09