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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

~~28003127672--6~~

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*****8.75 *****8.75

CORPORATION(S) NAME

iExchange.com, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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		

00 FEB -8 AM 10:17

FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA

Name _____
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W.P. Verifier _____

02/08/00

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPT. OF STATE

00 FEB -8 AM 11:27

RECEIVED

BK
2/8/00

**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.*

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB -8 AM 10:17

1. iExchange.com, 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. 95-4732183
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/12/99 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. has not begun
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 55 South Lake Avenue, Suite 300, Pasadena, California 91101

(Current mailing address)

- A financial website that tracks stock picks submitted by individual "analysts" and ranks them using several general & proprietary
8. ~~measures; the website represents a credible forum for the exchange of~~
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
investment ideas on the internet.
 9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

(Registered agent's signature)

**J.M. ANGELO-THOMAS
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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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SANTA CLARA COUNTY, CALIFORNIA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director
~~Chairman~~: Bill Gross

Address: 130 West Union Street

Pasadena, CA 91103

Director
~~Vice Chairman~~: David Eisner

Address: 55 South Lake Avenue, Suite 300

Pasadena, CA 91101

Director: Russ Siegelman

Address: 2750 Sand Hill Road

Menlo Park, CA 94025

Director: Adam Mizel

Address: One Market Plaza, Spear Street Tower, Suite 1715

San Francisco, CA 94105

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: David Eisner

& CEO

Address: 55 South Lake Avenue, Suite 300

Pasadena, CA 91101

Vice President: Erik Reinholm

Address: 55 South Lake Avenue, Suite 300

Pasadena, CA 91101

Secretary: Walter S. Lowry

Address: 55 South Lake Avenue, Suite 300

Pasadena, CA 91101

~~Treasurer~~: Marcia Goodstein, Chief Financial Officer

Address: 130 West Union Street

Pasadena, CA 91103

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

13. Walter S. Lowry (Walter S. Lowry), Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. [Redacted]
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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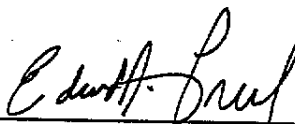
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IEXCHANGE.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3016149 8300

001058249


Edward J. Freel, Secretary of State

AUTHENTICATION:

0238974

DATE:

02-04-00