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ewhitesell@Richmaylaw.com

00789-00734 - 00611-00671
\$1150.00

March 29, 2000

4/17

BY FEDERAL EXPRESS

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100003190941--8
-03/30/00--01118--002
*****70.00 *****70.00

W-8778

Re: Application for Certificate of Authority to Transact Business

100003190941--8
-04/13/00--01050--004
***1150.00 ***1150.00

Dear Sir/Madam:

This firm is counsel to eCredit.com, Inc., a Delaware corporation (the "Company").
Enclosed for filing on behalf of the Company are:

- (a) original Application by Foreign Corporation for Authorization to Transact Business in Florida;
- (b) Certificate of Good Standing issued by the Delaware Secretary of State;
- (c) a check in the amount of \$70.00.

Please acknowledge the receipt of this cover letter and the enclosures by endorsing the enclosed copy of this cover letter and returning it in the envelope provided.

Please contact the undersigned at (617) 556-3808 if there are any issues regarding these documents.

Sincerely,



Edward F. Whitesell, Jr.

Enclosures

00 APR 17 AM 9:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MJH



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2000

EDWARD F. WHITESELL, JR.
RICH, MAY, BILODEAU & FLAHERTY, P.C.
176 FEDERAL STREET
BOSTON, MA 02110-2223

SUBJECT: ECREDIT.COM, INC.
Ref. Number: W00000008778

We have received your document for ECREDIT.COM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 300A00018090

**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. eCredit.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. 04-3204273
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 14, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 23, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 20 CareMatrix Drive
Dedham, Massachusetts 02026
(Current mailing address)

8. Development and sales of software and an online internet connection for real time financing.
(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: 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.

PATRICIA A. CANARIO
SPECIAL ASSISTANT SECRETARY
Patricia A. Canario
(Registered agent's signature)

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)

00 APR 17 AM 9:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Chairman: See Attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attachment B

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. Richard W. Olson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Olson; Vice President Finance and Treasurer
(Typed or printed name and capacity of person signing application)

ATTACHMENT A

Directors

Venkat Srinivasan, Director, Chairman of the Board

Home:
6 Flanagan Avenue
Framingham, MA 01701-3713

Business:
eCredit.com, Inc.
20 CareMatrix Drive
Dedham, MA 02026

Mark Nunnally, Director

Home:
49 Shaw Street
W. Newton, MA 02465

Business:
Bain Capital, Inc.
2 Copley Place
Boston, MA 02116

Venetia Kontogouris, Director

Home:
10 Hyde Road
Weston, CT 06883

Business:
Enterprise Associates, Inc.
200 Nyala Farms
Westport, CT 06880

Oliver Curme, Director

Home:
455 Glen Road
Weston, MA 02493

Business:
Battery Ventures
20 William Street
Wellesley, MA 02481

William Draper, Director

Home:
91 Tallwood Ct.
Atherton, CA 94027-6431

Business:
Draper International
50 California Street
San Francisco, CA 94111-4601

John Fullerton, Director

Home:
77 Hillside Road (at Grandview)
Rye, NY 10580

Business:
J.P. Morgan Investment Corporation
60 Wall Street
New York, NY 10260

ATTACHMENT B

Officers:

Venkat Srinivasan, Chief Executive Officer

Home:
6 Flanagan Avenue
Framingham, MA 01701-3713

Business:
eCredit.com, Inc.
20 CareMatrix Drive
Dedham, MA 02026

Louis Paglia, Executive Vice President, Chief Financial Officer, Secretary

Home:
2 Oakwood Lane
Greenwich, CT 06830

Business:
eCredit.com, Inc.
20 CareMatrix Drive
Dedham, MA 02026

Peter McKay, President

Home:
3 Loeffler Lane,
Medfield, MA 02052

Business:
eCredit.com, Inc.
20 CareMatrix Drive
Dedham, MA 02026

Richard Olson, Vice President of Finance, Treasurer

Home:
45 Dudley Road
Brentwood, NH 03833

Business:
eCredit.com, Inc.
20 CareMatrix Drive
Dedham, MA 02026

Deepak Verma, Executive Vice President Corporate Development

Home:
27 Lexington Road
Wellesley, MA 02482

Business:
eCredit.com, Inc.
20 CareMatrix Drive
Dedham, MA 02026

Mahantesh S. Kothiwale, Senior Vice President Technology

Home:
15 Centennial Drive
Norwood, MA 02062

Business:
eCredit.com, Inc.
20 CareMatrix Drive
Dedham, MA 02026

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ECREDIT.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 TWENTIETH DAY OF MARCH, A.D. 2000.

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001140098

AUTHENTICATION:

0326065

DATE:

03-20-00