

CT CORPORATION SYSTEM

# FOI000001650

CORPORATION(S) NAME

Zengine, Inc.

FILED MAR 5 10:00 AM 2001  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

800003798078--8  
-03/05/01--01078--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- |  |   |   |
|--|---|---|
| <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 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            |   |   |

01 MAR -5 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
AGENCY OF FILING  
NOT INTENDED  
TO ACKNOWLEDGE  
RECEIVED

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

3/5/01

6

Order#: 372825

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

3/5



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 5, 2001

C T CORPORATION SYSTEM  
TALLAHASSEE, FL  
SUBJECT: ZENGINE, INC.  
Ref. Number: W01000004979

FILED  
01 MAR -5 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Walk-in  
pick-up

We have received your document for ZENGINE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$70.00 payment.

The application indicates that this corporation has been transacting business in Florida since September 2000. If this is so, then penalty fees are owed.

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 \$1,150.00.

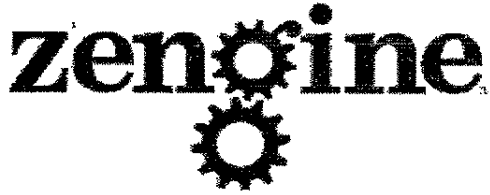
If you have any questions concerning the filing of your document, please call (850) 487-6914.

ATV: Buck Kohr  
Corporate Specialist

Letter Number: 701A00013482

please Buck Date  
Thanks

RECEIVED  
01 MAR 26 AM 11:19  
DIVISION OF CORPORATION



March 20, 2001

01 MAR -5 AM 10:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Dept of State

Dear Sir or Madam:

Regarding your letter to Zengine of March 5, 2001:

It appears there is a miscommunication in our application for a business qualification for the State of Florida. My firm has put down on the application that we are doing business as of September 2000, this is true. We operate an Internet business site that has been selling product since September of 2000, BUT HAVE NOT OPERATED OUR BUSINESS IN FLORIDA AS OF YET. Zengine has no offices, and no personnel on its payroll doing business in Florida.

We are looking to do business in Florida in the near future, including hiring staff. Please waive the \$1,000 fine and go forward with our application so that we may start hiring in Florida.

If you have any questions regarding anything, please call me at (510) 651 6400.

Thank You

A handwritten signature in black ink, appearing to read "Louis Lipinski".

Louis Lipinski  
CFO Zengine

### 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.

FILED  
MAR 5 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Zengine, 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

(State or country under the law of which it is incorporated)

3. 31-1638932  
(FEI number, if applicable)

4. 3-1-99

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Sept 2000

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

7. 6100 Stewart Avenue

Fremont, CA 94538

(Current mailing address)

FILED  
MAR -5 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8. Internet Software Vendor

(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

(Zip code)

FILED  
MAR -5 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Susan J. Metzke  
(Registered agent's signature)

**Susan J. Metzke**  
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)

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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

FILED  
MAR 5 AM 09:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: Louis Lipinski

Address: 6100 Stewart Ave

Secretary: Same as above

Address: \_\_\_\_\_

Treasurer: Same as Above

Address: \_\_\_\_\_

FILED  
MAR 5 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
MAR 5 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. Louis Lipinski  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZENGINE, 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 FIRST DAY OF MARCH, A.D. 2001.

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.

FILED  
MAR 5 PM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
01 MAR -5 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0998327

2998647 8300

010103163

DATE: 03-01-01