F02000002631

ACCOUNT NO. : 072100000032

REFERENCE : 594675 7282862

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

FILED
02 MAY 28 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAY 28 AM 11:27
FL DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : May 23, 2002

ORDER TIME : 11:10 AM

ORDER NO. : 594675-005

CUSTOMER NO: 7282862

CUSTOMER: Mr. Nathan Linn
Paypal, Inc.
303 Bryant Street

Mountain View, CA 94041

BK

FOREIGN FILINGS

NAME: PAYPAL, INC.

(6)

200056211132--7

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susie Knight -- EXT# 1156

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.

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1. PAYPAL, 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. 77-0510487
(FEI number, if applicable)

4. MARCH 9, 1999
(Date of incorporation)

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

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 303 BRYANT ST., MOUNTAIN VIEW, CA 94041
(Principal office address)

303 BRYANT ST., MOUNTAIN VIEW, CA 94041
(Current mailing address)

8. EMAIL PAYMENT SERVICE
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee (City), Florida 32301 (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
Deborah D. Skipper
Asst. V. Pres.
(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 business addresses of officers and/or directors:**

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

B. OFFICERS

President: See attached officers/directors rider

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John D. Muller, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

PayPal, Inc.
Names and business addresses of directors and officers:

Name:	**Peter A. Thiel**
Title:	Director, Chairman, President and Chief Executive Officer
Residence Address:	1788 Oak Creek Drive, #416 Palo Alto, CA 94304
Business Telephone Number:	(650) 864-8000

Name:	**Max R. Levchin**
Title:	Director and Chief Technology Officer
Residence Address:	469 Grant Avenue, #Q, Palo Alto, CA 94306
Business Telephone Number:	(650) 864-8000

Name:	**David O. Sacks**
Title:	Chief Operating Officer
Residence Address:	350 Curtner Avenue, #17, Palo Alto, CA 94303
Business Telephone Number:	(650) 864-8000

Name:	**Reid G. Hoffman**
Title:	Executive Vice President
Residence Address:	216 Mountain View Street, Mountain View, CA 94041
Business Telephone Number:	(650) 864-8000

Name:	**Roelof F. Botha**
Title:	Chief Financial Officer
Residence Address:	26 Fourth Street # 11, Los Altos, CA 94022
Business Telephone Number:	(650) 864-8000

Name:	**John D. Muller**
Title:	Secretary and General Counsel
Residence Address:	111 Chestnut Street, #401, San Francisco, CA 94111
Business Telephone Number:	(650) 864-8000

Name:	**John C. Dean**
Title:	Director
Residence Address:	302 Old La Honda Road, Woodside, CA 94062
Business Telephone Number:	(408) 654-7400

Name:	**Timothy M. Hurd**
Title:	Director
Residence Address:	223 West Wisconsin, Chicago, IL 60614
Business Telephone Number:	(312) 895-1156

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Name:	**John A. Malloy**
Title:	Director
Residence Address:	438 Chaucer Street, Palo Alto, CA 94305
Business Telephone Number:	(650) 462-7250

Name:	**Shailesh J. Mehta**
Title:	Director
Residence Address:	401 El Cerrito Avenue, Hillsborough, CA 94010

Name:	**Michael J. Moritz**
Title:	Director
Residence Address:	943 Ashbury Street, San Francisco, CA 94117

Name:	**Elon R. Musk**
Title:	Director
Residence Address:	365 Forest Avenue, #2C, Palo Alto, CA 94301
Business Telephone Number:	(650) 814-0628

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TALLAHASSEE, FLORIDA

Delaware

The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYPAL, 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 TWENTY-THIRD DAY OF MAY, A.D. 2002.

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.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3014267 8300

020330392

AUTHENTICATION: 1793396

DATE: 05-23-02