

F 03000006032

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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03 DEC -5 AM 11:17
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 DEC -5 PM 2:55
FILED

CT CORPORATION

December 5, 2003

03 DEC -5 PM 2:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5991460 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Rosper Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

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

**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.*

03 DEC -5 PM 2:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Rosper, Inc.

(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

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

3. 75-2871884

(FEI number, if applicable)

4. 10/13/99

(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. 200 Vesey Street, New York, New York 10285

(Principal office address)

200 Vesey Street, New York, New York 10285

(Current mailing address)

8. To own and operate automated teller machines (ATM's)

(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

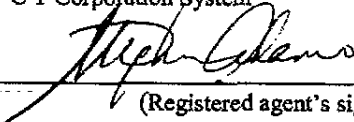
Plantation, Florida 33324
(City) (Zip code)

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.

C T Corporation System

By:



(Registered agent's signature)

STEPHEN ADAMO
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 business addresses of officers and/or directors:

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

A. DIRECTORS

Chairman: David C. House

Address: 200 Vesey Street, New York, New York 10285

Vice Chairman:

Address:

Director: Jaromir G. Divilek

Address: 200 Vesey Street, New York, New York 10285

Director: Stephen P. Norman

Address: 200 Vesey Street, New York, New York 10285

B. OFFICERS

President: David C. House

Address: 200 Vesey Street, New York, New York 10285

Vice President: Jaromir G. Divilek

Address: 200 Vesey Street, New York, New York 10285

Secretary: Stephen P. Norman

Address: 200 Vesey Street, New York, New York 10285

Treasurer: Jaromir G. Divilek

Address: 200 Vesey Street, New York, New York 10285

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.

Stephen P. Norman, Secretary

(Typed or printed name and capacity of person signing application)

Delaware

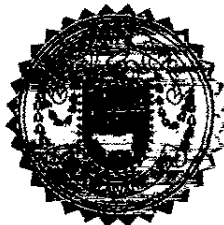
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROSPER 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 DECEMBER, A.D. 2003.

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.



3110790 8300

030778479

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2787717

DATE: 12-04-03