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(Address)

(Address)

(City/State/Zip/Phone #)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ZipRealty, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Cindy J. O'Connor

(Name of Person)

ZipRealty, Inc.

(Firm/Company)

2000 Powell Street, Suite 1555

(Address)

Emeryville, CA 94608

(City/State and Zip code)

For further information concerning this matter, please call:

Karen B. Seto

(Name of Person)

at (510) 735-2701

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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. ZipRealty, 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 3. 94-3319956
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 26, 2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2000 Powell Street, Suite 1555 Emeryville, CA 94608
(Principal office address)

2000 Powell Street, Suite 1555 Emeryville, CA 94608
(Current mailing address)

8. Residential real estate brokerage, and any lawful act or activity for which the corporation may be organized.
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Vuon Suukey
(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:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: See attached "Exhibit A"

Address: _____

Director: See attached "Exhibit A"

Address: _____

B. OFFICERS

President: See attached "Exhibit A"

Address: _____

Vice President: See attached "Exhibit A"

Address: _____

Secretary: See attached "Exhibit A"

Address: _____

Treasurer: See attached "Exhibit A"

Address: _____

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

13. Karen B. Seto
(Signature of Director or Officer listed in number 12 of the application)

14. Karen B. Seto, VP, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

Exhibit A

Unless otherwise set forth below, the business address for each person listed below is
ZipRealty, Inc., 2000 Powell Street, Suite 1555, Emeryville, CA 94608.

Officers and Directors

Titles

Eric A. Danziger	President, Chief Executive Officer and Director
Gary M. Beasley	Executive Vice President and Chief Financial Officer
William Scott Kucirek	Executive Vice President, New Market Development and Director
Joseph Patrick Lashinsky	Senior Vice President, Product Strategy and Development
William C. Sinclair	Senior Vice President, Sales and Operations
Alain J. Ane	Vice President, Human Resources
David A. Rector	Vice President, Controller and Chief Accounting Officer
Karen B. Seto	Vice President, General Counsel and Secretary
Joseph P. Trifoglio	Vice President, Technology
James Beard	Vice President and Regional Manager
Genevieve Combes	Vice President of Business Planning and Strategy
Kathleen Flores	Vice President of Staffing
Leslie Tyler	Vice President, Business Development
Jeffrey Wagoner	Vice President and Regional Manager
Martin A. Plack	Assistant Secretary
Karen A. Dempsey	Assistant Secretary
Robert G. Buzan	Assistant Secretary [AZ Designated Broker]
David B. Barca	Assistant Secretary [CA Designated Broker]
Robert S. Ross	Assistant Secretary [DC/MD/VA Principal Broker]
Aubrey Reed	Assistant Secretary [GA Qualifying Broker]
Diane J. Beamer	Assistant Secretary [IL Managing Broker]
Nancy Atwood	Assistant Secretary [MA Broker of Record]
Garry Athanacio	Assistant Secretary [NV Corporate Broker]
Louis Burns	Assistant Secretary [TX Designated Officer]
Michael Tenore	Assistant Secretary [WA Designated Broker]
Ronald C. Brown	Director Address: 6049 E Sage Drive, Scottsdale, AZ 85253
Marc L. Cellier	Director Address: c/o Pyramid Technology Ventures, P.O. Box 10723, Zephyr Cove, NV 89448
Matthew E. Crisp	Director Address: c/o Venture Strategy Partners, 201 Post Street, Suite 1100, San Francisco, CA 94108
Robert C. Kagle	Director Address: c/o Benchmark Capital Partners, 2480 Sand Hill Road, Suite 200, Menlo Park, CA 94025
Stanley M. Koonce, Jr.	Director Address: c/o Big Brothers Big Sisters of America, 230 North 13th Street, Philadelphia, PA 19107
Donald F. Wood	Director Address: c/o Vanguard Ventures, 525 University Avenue, Suite 1200, Palo Alto, CA 94301

Delaware

PAGE 1

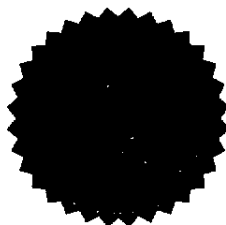
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZIPREALTY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZIPREALTY, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2004.

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

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AUTHENTICATION: 3959666

DATE: 06-17-05