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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

P2P CREDIT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

14052002205853

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SEP 15 2005 11:00 AM

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.

P2P CREDIT, INC.

1. P2P CREDIT, 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. 73-1733867
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 22, 2005 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 153 Kearny Street, Mezzanine San Francisco CA 94108
(Principal office address)

153 Kearny Street, Mezzanine San Francisco CA 94108
(Current mailing address)

8. **To engage in any lawful act or activity for which corporations may be organized under the General Corporations Law of Delaware.**

(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: National Corporate Research, Ltd., Inc.

Office Address: 515 East Park Avenue

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.

National Corporate Research, Ltd.

Amy Brown

(Registered agent's signature)

by: Amy Brown, Asst. 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.

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7/15/05

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

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A. DIRECTORS

Chairman: (see attached list of directors)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Christian A. Larsen

Address: 153 Kearny Street, Mezzanine

San Francisco CA 94108

Vice President: (none)

Address: _____

Secretary: John B. Witchel

Address: 153 Kearny Street, Mezzanine


San Francisco CA 94108

Treasurer: John B. Witchel

Address: 153 Kearny Street, Mezzanine

San Francisco CA 94108

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

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

14. Christian A. Larsen CEO & President
(Typed or printed name and capacity of person signing application)

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P2P CREDIT, INC. LIST OF DIRECTORS

Name: Christian A. Larsen
Address: 153 Kearny Street, Mezzanine
San Francisco, CA 94108

Name: John B. Witchel
Address: 153 Kearny Street, Mezzanine
San Francisco, CA 94108

Name: James W Breyer
Address: c/o ACCEL Partners
428 University Avenue
Palo Alto, CA 94301

Name: Robert C. Kagle
Address: c/o Benchmark Capital
2480 Sand Hill Road, Suite 200
Menlo Park, CA 94025

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Delaware

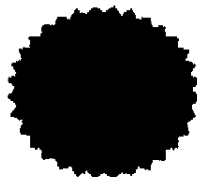
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "P2P CREDIT, 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 FOURTEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "P2P CREDIT, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4155268

DATE: 09-14-05

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