Filing and License Fee: \$310.00 minimum

ID Number:	
------------	--



## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

## **BUSINESS CORPORATION**

OCT 2 () 2009

APPLICATION FO	OR CERTIFICATE O	FAUTHORITY
----------------	------------------	------------

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Swipely, Inc.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

- (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
- (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
- 4. The date of its incorporation is 8/21/09 and the period of its duration is perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is

  c/o Corporation Service Company, 2711 Centerville Road, Suite400, Wilmington, DE 19808

(City/Town) (Zip Code) and the name of its proposed registered agent in Rhode (Sind a

that address is Angus M. Davis (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To operate consumer internet services and marketing programs and any other lawful act or activity in connection with the foregoing.

Name |

(a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country
of which it is incorporated).

Director	Angus M. Davis	10 Brown Street, Providence, RI 02906
Director		
Director		
Director		

<u>Address</u>

Form No. 150 Revised: 12/05

President Vice Previdence, RI 02906  Par Value of States whitout par value Shartes And whitout Par Value Value of States whitout par value Value of Value of States Value of States whitout par value Value of Value of Value of Value of Value Value of Value of Value of Value Value of Value of Value Value of Valu				ncorporated).		
Vice President Treasurer Angus M. Davis 10 Brown Street, Providence, RI 02906  The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value series, if any, within a class, is:    Number of Shares   Class   Series   Par Value or Statement that Shares are without Par Value				<u>Name</u>	. •	<u>Address</u>
Treasurer Secretary Angus M. Davis 10 Brown Street, Providence, RI 02906 10 Brown Street, Providence, RI 02906 10 Brown Street, Providence, RI 02906 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value series, if any, within a class, is:    Number of Shares   Class   Series   Par Value or Statement that	Pre			vis	10 Brown Street, Providence, RI 02906	
Secretary Angus M. Davis 10 Brown Street, Providence, RT 02906  The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value defenses, if any, within a class, is:    Number of Shares	Vice	e President			·	
The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value series, if any, within a class, is:    Number of Shares	and the second of the second o			10 Brown Street, Provide	nce, RI 02906	
Number of Shares  Class Common Series Series Series Shares are without Par Value \$0.000001  (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$25,000  (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$25,000  (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is \$100 \$%. [divide (b) by (a) and multiply by 100 to obtain the percentage).  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business in Rhode Island during the following year is \$10,000  (d) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is \$100 \$% [divide (b) by (a) and multiply by 100 to obtain the percentage].  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the lead which it is incorporated.  Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, include any accompanying statechments, and that all stateme contained berefinare true and correct.  Signature of Auth	Sec	Secretary Angus M. Davis		10 Brown Street, Providence, RI 02906		
Number of Shares  Common  Common  So.000001  An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 25,000  (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 25,000  (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (d) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (d) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (d) An estimate of the gross amount of business to be transacted by the corporation at or from place	The a	iggregate num eries, if any, w	per of shares within a class, is:	/hich it has authority to :	o issue, itemized by classes, p	
(a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 25,000  (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 25,000  (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is \$ 100		Number of S	ihares	Class	Series	
(a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 25,000  (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 25,000  (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is \$ 100 \$ %. [divide (b) by (a) and multiply by 100 to obtain the percentage].  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount of business to be transacted by the percentage).  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the lead of which it is incorporated.  This Application for Certificate of Authority, including any accompanying attachments, and that all stateme contained first part true and correct.  Signature of Authoritzed Officer of the Corporation	: 10.0				Odlies	
(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 25,000  (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is \$ 100 \$ %. [divide (b) by (a) and multiply by 100 to obtain the percentage].  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is \$ 100 \$ % [divide (b) by (a) and multiply by 100 to obtain the percentage].  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the 1st of which it is incorporated.  This Application for Certificate of Authority shall be effective upon filling unless a specified date is provided which shall be no lat than the 90th day after the date of this filling  Under penalty of perjury. I declare and affirm that I has examined this Application for Certificate of Authority, including any accompanying attachments, and that all stateme contained herein are true and correct.  Signature of Authorized Officer of the Corporation					<u> </u>	
(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 25,000  (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is \$ 100 \$ %. [divide (b) by (a) and multiply by 100 to obtain the percentage].  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is \$ 100 \$ % [divide (b) by (a) and multiply by 100 to obtain the percentage].  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the 1st of which it is incorporated.  This Application for Certificate of Authority shall be effective upon filling unless a specified date is provided which shall be no lat than the 90th day after the date of this filling  Under penalty of perjury. I declare and affirm that I has examined this Application for Certificate of Authority, including any accompanying attachments, and that all stateme contained herein are true and correct.  Signature of Authorized Officer of the Corporation			·	<u> </u>		
(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100 % [divide (b) by (a) and multiply by 100 to obtithe percentage].  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the tof which it is incorporated.  This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no lat than the 90th day after the date of this filing  Under penalty of perjury, I declare and affirm that I had examined this Application for Certificate of Authority, include any accompanying attachments, and that all stateme contained foreithal personal	(a) A	n estimate of 25,000	the value of	all property to be o	wned by the corporation for	the following year, wherever located, is
(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100 % [divide (b) by (a) and multiply by 100 to obtithe percentage].  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the loof which it is incorporated.  This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no lat than the 90th day after the date of this filing  Under penalty of perjury, I declare and affirm that I had examined this Application for Certificate of Authority, include any accompanying attachments, and that all stateme contained for either of Authority and contained for either of Authority of the Corporation					Val	
(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100 % [divide (b) by (a) and multiply by 100 to obtithe percentage].  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the tof which it is incorporated.  This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no lat than the 90th day after the date of this filing  Under penalty of perjury, I declare and affirm that I had examined this Application for Certificate of Authority, include any accompanying attachments, and that all stateme contained foreithal personal	(b) A	in estimate of	the value of	the cornoration's pro-	menty to be located within E	Phode Island during the following years to
located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].  (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$10,000  (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$10,000  (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is \$100  % (divide (b) by (a) and multiply by 100 to obtain the percentage).  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the least of which it is incorporated.  This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no lated than the 90th day after the date of this filing  Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, include any accompanying attachments, and that all stateme contained herein are true and correct.  Signature of Authorized Officer of the Corporation	(-)	25,000	4.6 70.60 01		bony to be located within t	thode island during the lollowing year is
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100 % [divide (b) by (a) and multiply by 100 to obtain the percentage].  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the lad of which it is incorporated.  This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no lated than the 90th day after the date of this filing  Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all stateme contained herein are true and correct.  Signature of Authorized Officer of the Corporation	(a) A	n estimate o	the gross an	nount of business to	be transacted by the cor	poration during the following year is
corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100 % [divide (b) by (a) and multiply by 100 to obt the percentage].  This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the is of which it is incorporated.  This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no lat than the 90th day after the date of this filing  Under penalty of perjury, I declare and affirm that I had examined this Application for Certificate of Authority, included any accompanying attachments, and that all stateme contained herein are true and correct.  Signature of Authorized Officer of the Corporation						
This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no lat than the 90 <sup>th</sup> day after the date of this filing  Under penalty of perjury, I declare and affirm that I had examined this Application for Certificate of Authority, include any accompanying attachments, and that all statemed contained herein are true and correct.  This Application for Certificate of Authority, include any accompanying attachments, and that all statemed contained herein are true and correct.  Signature of Authorized Officer of the Corporation	(b) A	in estimate of sland during th	the gross an e following yea	nount of business to	be transacted by the corporati	on at or from places of business in Rhode
Under penalty of perjury, I declare and affirm that I hat examined this Application for Certificate of Authority, include any accompanying attachments, and that all stateme contained herein are true and correct.  Signature of Authorized Officer of the Corporation	(b) A (c) A c	sland during that an estimate, exorporation at o be transacted b	e following year  xpressed as a  r from places o  y the corporatio	r is \$ 10,000  percentage, of the f business in this state	proportion that the gross an e during the following year be	nount of business to be transacted by the ars to the gross amount thereof which will
e:	(b) A  (c) A  c  t  t  This a	sland during the corporation at corporation at corporation at corporation at corporation is application is a	e following year xpressed as a r from places o y the corporatio , ccompanied by	r is \$ 10,000  percentage, of the following the following	proportion that the gross and during the following year be year is 100 % [div	nount of business to be transacted by the ars to the gross amount thereof which will ide (b) by (a) and multiply by 100 to obtain
examined this Application for Certificate of Authority, includ any accompanying attachments, and that all stateme contained herein are true and correct.  Signature of Authorized Officer of the Corporation	(b) A (c) A c t t This a of whi	sland during the corporation at corporation at corporation at corporation at corporation is a corporation in a corporation for the corporation for	e following year xpressed as a r from places o y the corporatio , ccompanied by rated. Certificate of Au	r is \$ 10,000  I percentage, of the of business in this state on during the following a certificate of Good outhority shall be effect	proportion that the gross and during the following year be year is 100 % [div	nount of business to be transacted by the ars to the gross amount thereof which will ide (b) by (a) and multiply by 100 to obtain officer of the state or country under the law
Angus M. Davis	(b) A (c) A c t fi This a of whi	sland during the corporation at corporation at corporation at corporation at corporation is a corporation in a corporation for the corporation for	e following year xpressed as a r from places o y the corporatio , ccompanied by rated. Certificate of Au	r is \$ 10,000  I percentage, of the of business in this state on during the following a certificate of Good outhority shall be effect	proportion that the gross and during the following year be year is 100 % [div	nount of business to be transacted by the ars to the gross amount thereof which will ide (b) by (a) and multiply by 100 to obtain officer of the state or country under the law

## Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "SWIPELY, 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 NINETEENTH DAY OF OCTOBER, A.D.

2009.

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

4722830 8300

090946667

AUTHENTY CATION: 7591245

DATE: 10-19-09

You may verify this certificate online at corp.delaware.gov/authver.shtml