RI SOS Filing Number: 201738262360 Date: 3/20/2017 9:06:00 AM

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## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

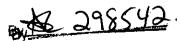
Office of the Secretary of State Corporations Division 148 W. River Street Providence, Rhode Island 02904-2615

## **BUSINESS CORPORATION**

## **APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended 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 Payoneer Inc.						
2.	It is incorporated under the laws of Delaware						
3.	A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Riforde Island on, authorizing it to transact business in Rhode Island under the name of Payoneer Inc.						
4.	The corporate name of the corporation has been changed to No change						
	(If no change, so indicate.)						
5.	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:  N/A						
	(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:  N/A						
6.	The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:						
	(If no other or additional purposes are proposed, insert "No Change.")						
	No Change						
	FILED						
	MAR 2 0 2017 9:04						
Forr	m No. 151						



	Pl	Total Number of <u>Authorized Shares</u> ease see Attachment 1	<u>Class</u>	<u>Series</u>	Par Value or Statement that Shares are without Par Value			
	_							
8.	(a)	An estimate of the value of a is \$_0	all property to be own	ed by the corporation for	the following year, wherever located,			
	(b)	An estimate of the value of t is \$_0	he corporation's prop	erty to be located within l	Rhode Island during the following year			
	(c)	corporation to be located wit	hin this state during thing the following year	he following year bears to	estimated value of the property of the o the value of all property of the%. [divide (b) by (a) and			
9.	(a)	An estimate of the gross am \$ 14,088,348,114	ount of business to be	e transacted by the corpo	oration during the following year is			
	(b)	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 \$ 393,000.						
	(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 during the following year is						
10.	Ex he	Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.						
11.	iling unless a specified date is provided upon filing							
Da	te: _	MARCH 18, 2017	€ il s 	examined this Application including any accomplicatements contained here.  Signature of Authorities Scott Galit, CEO	Y AA			



Item 7 – If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase.

Total Number of Authorized Shares	Class	<u>Series</u>	Par Value
74,709,220	Common		\$0.01
8,039,172	Preferred	Α	\$0.01
2,148,720	Preferred	A-1	\$0.01
7,626,756	Preferred	В	\$0.01
1,043,940	Preferred	B-1	\$0.01
14,768,900	Preferred	С	\$0.01
1,500,000	Preferred	C-1	\$0.01
4,347,684	Preferred	C-2	\$0.01
9,302,970	Preferred	D	\$0.01
6,369,427	Preferred	E	\$0.01

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I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

March 20, 2017 09:06 AM

Nellie M. Gorbea Secretary of State

Tullin U. Soler

