

Filing and License Fee: \$310.00 minimum

ID Number:

157814



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 CERTIFICATE OF AUTHORITY

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 iRise
2. It is incorporated under the laws of California
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:  
iRise, Inc.
  - (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 January 10, 1997 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 \_\_\_\_\_  
2321 Rosecrans Avenue, Suite 4200, El Segundo, CA 90245
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200  
(Street Address, not P.O. Box)  
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is National Registered Agents, Inc.  
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Software and consulting services and related activities
8. (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).

|          | Name               | Address |
|----------|--------------------|---------|
| Director | See attached rider |         |
| Director |                    |         |
| Director |                    |         |
| Director |                    |         |

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

|                | <u>Name</u>        | <u>Address</u> |
|----------------|--------------------|----------------|
| President      | See attached rider |                |
| Vice President |                    |                |
| Treasurer      |                    |                |
| Secretary      |                    |                |

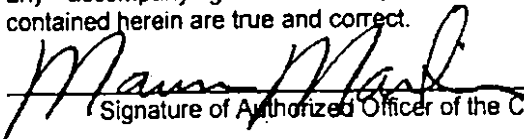
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|-----------------------------------------------------------------|
| 114,000,000             | Common       | N/A           | None                                                            |
| 31,510,000              | Preferred    | n/a           | None                                                            |

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 718K.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 3,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be 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 0.42 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 17 million.
- (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 \$ 0.
- (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 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> 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 statements contained herein are true and correct.

Date: August 1, 2006

  
Signature of Authorized Officer of the Corporation

Maurice A. Martin, President  
Type or Print Name of Authorized Officer

**RIDER**  
**DIRECTORS AND OFFICERS**  
**OF**  
**IRISE**

**I. DIRECTORS**

| <u>Name</u>       | <u>Address</u>                                          |
|-------------------|---------------------------------------------------------|
| Maurice A. Martin | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Emmet Kceffe      | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Peter Chung       | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Brooke Seawell    | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Gregg Hartemayer  | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |

**II. OFFICERS**

| <u>Name</u>       | <u>Title</u>                             | <u>Address</u>                                          |
|-------------------|------------------------------------------|---------------------------------------------------------|
| Maurice A. Martin | President and Treasurer                  | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Emmet Kceffe      | Chief Executive Officer<br>and Secretary | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Jacques Marine    | Executive Vice President-<br>Consulting  | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Steve Brickley    | Executive Vice President-<br>Products    | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Dean Terry        | Executive Vice President-<br>Sales       | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| Mitchell Bishop   | Chief Marketing Officer                  | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |
| John Gardiner     | Chief Financial Officer                  | 2321 Rosecrans Ave., Suite 4200<br>El Segundo, CA 90245 |

**State of California**  
**Secretary of State**

**CERTIFICATE OF STATUS**  
**DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 10TH day of JANUARY, 1997, IRISE became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great Seal  
of the State of California this day of  
August 4, 2006.



BRUCE McPHERSON  
Secretary of State