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C T Corporation System
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 660 East Jefferson Street
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 Tallahassee, FL 32301
 City State Zip Phone

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CORPORATION(S) NAME

Channelpoint, Inc.

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 Connie

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. ChannelPoint, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 84-1367639
(FEI number, if applicable)

4. December 5, 1996
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 807.1501, 807.1502, and 817.156, F.S.))

7. 5755 Mark Dabbling Blvd., Ste. 100, Colorado Springs, Colorado 80919

(Current mailing address)

8. On-line distribution of insurance.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Marcia J. Sunahara
(Registered agent's signature) (Officer)

Marcia J. Sunahara - Asst. VP
(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ~~Kennerh E. Hollen, President~~

(Typed or printed name and capacity of person signing application)



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Jan-30-99 02:50am From-

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Officers and Directors of ChannelPoint, Inc

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Directors:

Kenneth E. Hollen
ChannelPoint, Inc.
5755 Mark Dabbling Blvd., Ste 100
Colorado Springs, CO 80919
p: (719) 260-1232 ext. 112
f: (719) 260-5672

James B. Hollen
ChannelPoint, Inc.
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f: (719) 260-5672

Layton Crouch
Pacific Venture Group
16830 Venture Blvd., Suite 244
Encino, CA 91436
p: (818) 990-4141
f: (818) 990-6556

Nancy Schoendorf
Mohr Davidow Ventures
2775 Sand Hill Road, Suite 240
Menlo Park, CA 94025
p: (415) 854-7236
f: (415) 854-7365

Peter Grua
ChannelPoint, Inc.
5755 Mark Dabbling Blvd., Ste. 100
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f: (719) 260-5672

Officers:

Kenneth E. Hollen
President and Chief Executive Officer
ChannelPoint, Inc.
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James B. Hollen
Vice President, Sales
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Eric Corwin
Vice President, Engineering
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Jeff Bork
ChannelPoint, Inc.
Senior Vice President, Worldwide Marketing
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Karyn R. Smith
Secretary
c/o Cooley Godward LLP
One Maritime Plaza
San Francisco, CA 94111
p: (415) 693-2033
f: (415) 951-3699

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHANNELPOINT, 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 EIGHTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

04-08-99

DATE: