

State of Idaho

Office of the Secretary of State

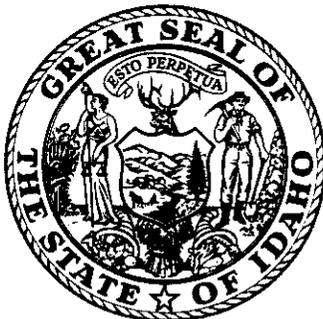
**CERTIFICATE OF AUTHORITY
OF
LOWERMYBILLS, INC.**

File Number C 159953

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 19 April 2005



Ben Yursa
SECRETARY OF STATE

By *Meryl D. Dwyer*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 APR 19 PM 12:04

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: LowerMyBills, Inc.
- The name which it shall use in Idaho is: LowerMyBills, Inc.
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 12/14/99
- The address of its principal office is: 2401 Colorado Avenue, Suite 200, Santa Monica, CA 90404
- The address to which correspondence should be addressed, if different from item 5, is: N/A
- The street address of its registered office in Idaho is: 5527 Kendall Street, Boise, ID 83706
, and its registered agent in Idaho at that address is: Registered Agent Solutions, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Matt Coffin</u>	<u>CEO/President</u>	<u>2401 Colorado Avenue, Ste. 200</u>
<u>Tim Spicer</u>	<u>Director</u>	<u>2120 Colorado Avenue, 3rd Fl., Santa Monica,</u>
<u>William Harris</u>	<u>Director</u>	<u>137 Moore Road, Woodside, CA</u>
<u>Daniel Kaplan</u>	<u>Director</u>	<u>711 River Road, Westmoreland, NH</u>
<u>Seizo Welch</u>	<u>VP, Finance</u>	<u>2401 Colorado Avenue, Ste. 200</u>

Dated: 04/14/05

Signature:

Typed Name: Seizo Welch

Capacity: VP, Finance

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

04/19/2005 05:00
CK: 34858 CT: 1154 BH: 885473
1 @ 100.00 = 100.00 AUTH PRO # 10
1 @ 20.00 = 20.00 EXPEDITE C # 11

04comp/ks/m/c/m
for/secret/authority_profit/1pms
Revised 01/2001

Web Form

C159953

Delaware

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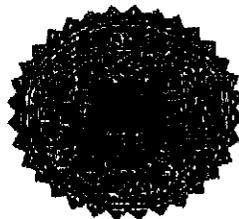
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LOWERMYBILLS, 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 APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LOWERMYBILLS, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JULY, A.D. 1999.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3810946

DATE: 04-14-05

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