

State of Idaho

Office of the Secretary of State

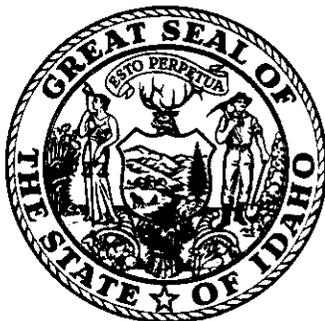
**CERTIFICATE OF AUTHORITY
OF
GOOGLE PAYMENT CORP.**

File Number C 159861

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: 14 April 2005



Ben Yursa

SECRETARY OF STATE

By *Kristin W*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2005 APR 14 PM 12: 43

STATE OF IDAHO

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

1. The name of the corporation is:

Google Payment Corp.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: March 21, 2005

5. The address of its principal office is: c/o Corporate Secretary

1600 Amphitheatre Parkway, Mountain View, CA 94043

6. The address to which correspondence should be addressed, if different from item 5, is:

1600 Amphitheatre Parkway, Mountain View, CA 94043

1401 Shoreline Drive, Suite 2

7. The street address of its registered office in Idaho is: Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached officers/directors rider</u>		

Dated: April 11, 2005

Signature: *Benjamin Ling*

Typed Name: Benjamin Ling

Capacity: President

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

Secretary of State use only

IDAHO SECRETARY OF STATE
 04/14/2005 05:00
 CK: 7561254 CT: 16058 BH: 804596
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

C159801

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 Revised 07/2002

OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

Google Payment Corp.

2005 APR 14 PM 12:48

List of Officers

Name: Benjamin Ling

Title: Chief Executive Officer

Bus. Addr.: 1600 Amphitheatre Parkway, Mountain View, CA 94043

STATE OF IDAHO

List of Directors

Name: Benjamin Ling

Term: Mar 21, 2006

Bus. Addr.: 1600 Amphitheatre Parkway, Mountain View, CA 94043

Delaware

The First State

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DEPARTMENT OF REVENUE
STATE OF IDAHO

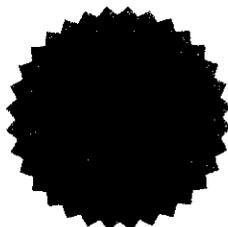
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOOGLE PAYMENT CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GOOGLE PAYMENT CORP." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2005.

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

3942949 8300

050281321



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3796600

DATE: 04-07-05