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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

Agespan.com, Inc.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

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Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

Handwritten initials
1/12/00

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. Agespan.com, 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. 52-2190749 (FEI number, if applicable)
4. 7-7-99 (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 607.1501, 607.1502 and 817.155, F.S.)
7. 3340 Mathison Dr. Atlanta, GA 30305 (Current mailing address)

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8. provide means by which mature Americans gain access to and knowledge about the internet. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324 (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

Mary R. Adams (Registered agent's signature) MARY R. ADAMS ASSISTANT SECRETARY

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: see attached

Address: _____

Vice President: _____

Address: _____

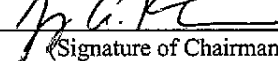
Secretary: _____

Address: _____

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

AGESPAN.COM, INC.

Officers & Directors

Officers:

Jack Womack
3340 Mathison Dr.
Atlanta, GA 30305

Jeff Kahn
3340 Mathison Dr.
Atlanta, GA 30305

Tim Farrow
3340 Mathison Dr.
Atlanta, GA 30305

Christopher Logan
3340 Mathison Dr.
Atlanta, GA 30305

Phil Kashat
3340 Mathison Dr.
Atlanta, GA 30305

Farley Barge
3340 Mathison Dr.
Atlanta, GA 30305

Adrian Peters
3340 Mathison Dr.
Atlanta, GA 30305

Tom Walker
3340 Mathison Dr.
Atlanta, GA 30305

Ellen Howle
3340 Mathison Dr.
Atlanta, GA 30305

Steve Mehlman
3340 Mathison Dr.
Atlanta, GA 30305

Chief Executive Officer

President

Chief Financial Officer

Vice President of Operations

Vice President of Technical Operations

Vice President of Marketing

Vice President of Business Development

Vice President of Product Development

Vice President of Content Development

Vice President of Membership Services

Directors:

Gary German Chairman of the Board
3340 Mathison Dr.
Atlanta, GA 30305

Jeff Kahn Director
3340 Mathison Dr.
Atlanta, GA 30305

Craig German Director
3340 Mathison Dr.
Atlanta, GA 30305

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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 "AGESPAN.COM, 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 TENTH DAY OF JANUARY, A.D. 2000.

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

FILED IN SECRETARY OF STATE'S OFFICE JAN 12 PM 3:22



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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