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ACCOUNT NO. : 072100000032

REFERENCE : 712844 4310694

AUTHORIZATION : *Patricia Pijnt*

COST LIMIT : \$ 70.00

ORDER DATE : May 26, 2000

ORDER TIME : 1:47 PM

ORDER NO. : 712844-005

800003270838-2

CUSTOMER NO: 4310694

CUSTOMER: Ms. Anna Salgado
Broad And Cassel
Ste 3000, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

FOREIGN FILINGS

NAME: QUICKBROWSE.COM, INC.

4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

3K
5/30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 MAY 30 AM 8:51

RECEIVED
00 MAY 30 PM 3:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

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. QUICKBROWSE.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. NOT REQUIRED IN DELAWARE

(FEI number, if applicable)

4. MARCH 23, 2000

(Date of incorporation)

5. PERPETUAL

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

6. UPON DATE OF FILING OF THIS DOCUMENT

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 935 4TH STREET, MIAMI BEACH, FLORIDA 33139

(Current mailing address)

8. To conduct any lawful business, to promote any lawful purpose, and to engage in any

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. lawful act or activity for which corporations may be organized under the General Corporation
Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable) Law of the

Name: Corporation Service Company

State of
Delaware

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
as its agent

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)

FILED
STATE
DIVISION OF CORPORATIONS
MAY 30 AM 8:51

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

DIRECTOR

~~XXXXXXXX~~ MARC FEST

Address: 935 4TH STREET, MIAMI BEACH, FLORIDA 33139

DIRECTOR

~~XXXXXXXXXX~~ DAVID BOHNETT

Address: 935 4TH STREET, MIAMI BEACH, FLORIDA 33139

Director: DAVID SINE

Address: 935 4TH STREET, MIAMI BEACH, FLORIDA 33139

Director: ANDREW TOBIAS

Address: 935 4TH STREET, MIAMI BEACH, FLORIDA 33139

00 MAY 30 AM 8:51
DIVISION OF CORPORATIONS

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

President: MARC FEST

Address: 935 4TH STREET, MIAMI BEACH, FLORIDA 33139

Vice President: EXECUTIVE VICE PRESIDENT - LARRY FORMAN

Address: 935 4TH STREET, MIAMI BEACH, FLORIDA 33139

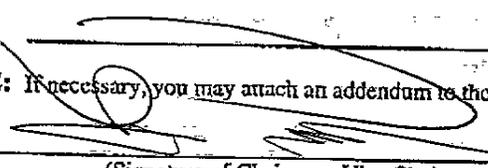
Secretary: MARC FEST

Address: 935 4TH STREET, MIAMI BEACH, FLORIDA 33139

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. LARRY FORMAN, EXECUTIVE VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAY 30 AM 8:51

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUICKBROWSE.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 TWENTY-SIXTH DAY OF MAY, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0464623

DATE:

05-26-00