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ACCOUNT NO. : 072100000032

REFERENCE : 758255 4304756

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : July 10, 2000

ORDER TIME : 9:56 AM

ORDER NO. : 758255-005

CUSTOMER NO: 4304756

CUSTOMER: Robert Porcelli, Legal Asst
Bingham Dana LLP
150 Federal Street

Boston, MA 02110

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FOREIGN FILINGS

NAME: HRONE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 11 PM 1:25

RECEIVED
00 JUL 11 AM 10:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE SECRETARY OF CORPORATIONS 00 JUL 11 PM 1:25

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. HRONE, 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 3. 06-1568472
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 16, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. Attention: Robert Porcelli, Legal Assistant, c/o Bingham Dana LLP, 150 Federal Street,
Boston, MA 02110
(Current mailing address)

8. To operate an internet web business
(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: Corporation Service Company

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: BRIAN COURTNEY, ASST VP
(Registered agent's signature)

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)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 11 PM 1:25

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

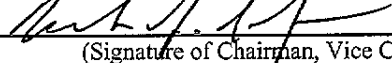
Secretary: _____

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. Mark J. Jrolf, Assistant Secretary
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Officers/Directors Rider

Directors:

Mark J. Jrolf

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Michael F. Gilligan

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Michel Reichert

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Todd Parker

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Gary Brown

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Peter Hermann

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Gary Brown

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Officers:

Todd Parker -- Chief Executive Officer

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Alan C. Discount -- President

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

John Vangel -- Vice President - Business Development; Treasurer

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Mark J. Jrolf -- Assistant Secretary

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

Michael F. Gilligan -- Assistant Secretary

Address: c/o Smartboss.com, Inc., 388 Beale Street, Suite 100, San Francisco CA 94105

State of Delaware
Office of the Secretary of State

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SECRETARY OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HRONE, 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 JULY, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0548559

DATE:

07-10-00