F09000001818

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY - 5 2009
D. A. WHITE

COVER LETTER

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2009 MAY -4 P 3: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Yelp! Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence, and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Richard Won
(Name of Person)

Yelp! Inc.
(Firm/Company)

706 Mission Street
(Address)

San Francisco, CA 94103
(City/State and Zip code)

For further information concerning this matter, please call:

Richard Won (Name of Person) at 415-908-3801 (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- [x] $70.00 Filing Fee
- [ ] $78.75 Filing Fee & Certificate of Status
- [ ] $78.75 Filing Fee & Certified Copy
- [ ] $87.50 Filing Fee, Certificate of Status & Certified Copy

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.

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TALLAHASSEE, FLORIDA

1. Yelp! Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware
(State or country under the law of which it is incorporated)

3. 20-1854266
(FEI number, if applicable)

4. 09/03/2004
(Date of incorporation)

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

6. 01/01/2008
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 706 Mission Street San Francisco, CA 94103
(Principal office address)

706 Mission Street San Francisco, CA 94103
(Current mailing address)

8. Internet Advertising
(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 NOT acceptable)

Name: Maria Arguello

Office Address: 8011 SW 157 Pl

Miami, Florida 33193
(City) (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.

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Max Levchin

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Address: 706 Mission Street

San Francisco, CA 94103

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Vice Chairman: Keith Rabois

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: 706 Mission Street

San Francisco, CA 94103

Director: Jeremy Levine

Address: 706 Mission Street

San Francisco, CA 94103

Director: Peter Fenton

Address: 706 Mission Street

San Francisco, CA 94103

B. OFFICERS

President: Jeremy Stoppelman

Address: 706 Mission Street, 7th Floor

San Francisco, CA 94103

Vice President:

Address:

Secretary:

Address:

Treasurer: Russel Simmons

Address: 706 Mission Street San Francisco, CA 94103

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________
(Signature of Director or Officer listed in number 12 of the application)

14. JEREMY STOPPELMAN
(Typed or printed name and capacity of person signing application)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "YELP! 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-FIFTH DAY OF MARCH, A.D. 2009.

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2009 MAY -4 P 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jeffrey W. Bullock, Secretary of State

3850893 8300

AUTHENTICATION: 7208022

090242423

DATE: 03-25-09

You may verify this certificate online at corp.delaware.gov/authver.shtml