

F96000005655

Document Number Only

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Auto - By - Tel Corporation

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*****70.00 *****70.00

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
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Document Examiner
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Acknowledgment
W.P. Verifier

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Auto-By-Tel Corporation

(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. 33-0711569

(FEI number, if applicable)

4. May 17, 1996

(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 817.156, F.S.))

7. 18872 MacArthur Boulevard, Suite 200, Irvine, California 92612-1400

(Current mailing address)

8. Online services, internet marketing for car and truck dealers in the United States and Canada

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

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Inland Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

George C. Romero
(Registered agent's signature) (Officer)

George C. Romero
Assistant Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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. B. McDonald
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian MacDonald, Secretary
(Typed or printed name and capacity of person signing application)

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Name: John C. Bedrosian
Director (Yes/No): Yes
Director Title: Chairman
Officer (Yes/No): Yes
Officer Title: Chairman of the Board

Business Address: Auto-By-Tel Corporation
18872 MacArthur Blvd., 2nd Fl.
Irvine, CA 92612-1400
(714) 225-4500

Name: Peter R. Ellis
Director (Yes/No): Yes
Director Title: Other Director
Officer (Yes/No): Yes
Officer Title: President, Chief Executive Officer

Business Address: Auto-By-Tel Corporation
18872 MacArthur Blvd., 2nd Fl.
Irvine, CA 92612-1400
(714) 225-4597

Name: Robert S. Grimes
Director (Yes/No): Yes
Director Title: Other Director
Officer (Yes/No): Yes
Officer Title: Executive Vice President

Business Address: Auto-By-Tel Corporation
18872 MacArthur Blvd., 2nd Fl.
Irvine, CA 92612-1400
(714) 225-4500

Name: Brian B. MacDonald
Director (Yes/No): No
Director Title: N/A
Officer (Yes/No): Yes
Officer Title: Vice President, Chief Financial Officer, Secretary

Business Address: Auto-By-Tel Corporation
18872 MacArthur Blvd., 2nd Fl.
Irvine, CA 92612-1400
(714) 225-4500

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Name: W. Randolph Ellspermann
Director (Yes/No): No
Director Title: N/A
Officer (Yes/No): Yes
Officer Title: Vice President, Chief Operating Officer of
Auto-By-Tel Acceptance Corporation

Business Address: Auto-By-Tel Corporation
18872 MacArthur Blvd., 2nd Fl.
Irvine, CA 92612-1400
(714) 223-4500

Name: Jeffrey H. Coats
Director (Yes/No): Yes
Director Title: Director
Officer (Yes/No): No
Officer Title: N/A

Business Address: General Electric Capital Corporation
260 Long Ridge Road
Stamford, CT 06927

Name: Michael Fuchs
Director (Yes/No): Yes
Director Title: Director
Officer (Yes/No): No
Officer Title: N/A

Business Address: Nine W. 57th Street
Suite 4220
New York, NY 10019

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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 "AUTO-BY-TEL CORPORATION" 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 EIGHTEENTH DAY OF OCTOBER, A.D. 1996.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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