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CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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-06/24/99--01063--024
*****70.00 *****70.00

CORPORATION(S) NAME

LOCKSMART LTD. INC.

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- LLC
- Limited Partnership
- Reinstatement
- Dissolution/Withdrawal
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Jeffrey Butterfield

AL JUN 24 1999

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LookSmart Ltd., 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:

Michelle Payomo
(Name of Person)
Wilson Sonsini Goodrich & Rosati
(Firm/Company)
650 Page Mill Road
(Address)
Palo Alto, CA 94304
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Michelle Payomo at (650) 565-5107
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. LookSmart Ltd., 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. n/a
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 19, 1996 5. Perpetual
(Date of Incorporation) (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. 487 Bryant Street
San Francisco, CA 94107
(Current mailing address)

To engage in any lawful act or activity for which a corporation may be
organized.

(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:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT 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.

Barbara A. Burke
(Registered agent's signature)

**BABARA A. BURKE
SPECIAL 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.

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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 SHEET

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Evan Thornely

Address: 487 Bryant Street
San Francisco, CA 94107

Vice President: Martin Hosking

Address: 487 Bryant Street
San Francisco, CA 94107

Secretary: Henry V. Barry

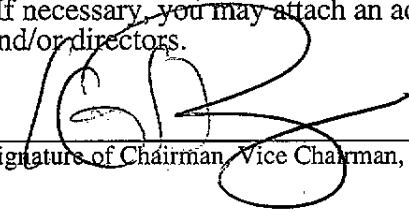
Address: 650 Page Mill Road
Palo Alto, CA 94304

Treasurer: Patricia Cole

Address: 487 Bryant Street
San Francisco, CA 94107

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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. Henry Barry, Secretary
(Typed or printed name and capacity of person signing application)

**LOOKSMART LTD.
BOARD OF DIRECTORS**

1. Dr. Anthony Castagna
c/o Macquarie Bank Limited
Level 22, Bond Street
Sydney NSW, Australia
2. Tracey Ellery
487 Bryant Street
San Francisco, CA 94107
3. Paul Riley
487 Bryant Street
San Francisco, CA 94107
4. Robert J. Ryan
c/o Roaring Lion Ranch
77 Storm King Road
Hamilton, NY 59840
5. Evan Thornley
487 Bryant Street
San Francisco, CA 94107
6. Scott Whiteside
c/o Cox New Media Development
1400 Lake Hearn Drive
Atlanta, GA 30319

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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 "LOOKSMART, LTD." 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 SEVENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

04-07-99

DATE: