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ACCOUNT NO. : 072100000032

REFERENCE : 566329 4323887

AUTHORIZATION : Patricia Pijet

COST LIMIT : \$ 125.00

ORDER DATE : January 27, 2000

ORDER TIME : 1:31 PM

ORDER NO. : 566329-020

900003116159--0

CUSTOMER NO: 4323887

CUSTOMER: Ms. Joyce Irvine
Bellsouth Corporation
Suite 1800
1155 Peachtree Street, Ne.
Atlanta, GA 30309

FOREIGN FILINGS

NAME: INTELLIGENT MEDIA VENTURES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

File 2nd

00 JAN 31 PM 9:55 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

UB
2-1-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Intelligent Media Ventures, LLC  
(Name of foreign limited liability company)

2. Georgia 3. 58-2511386  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 31, 1999 5. Indefinite  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 1-1-2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1936 Blue Hills Drive, NE  
Roanoke, Virginia 24012  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

See Attached  
   
   
 

00 JAN 31 10 09 AM '99  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Transactional Advertising

Michael L. Wolf  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Michael L. Wolf, Manager  
Typed or printed name of signee

INTELLIGENT MEDIA VENTURES, LLC

Attachment to Limited Liability Company Applications

MANAGERS:

Donald J. Perozzi  
Suite 420  
59 Executive Park Drive South  
Atlanta, GA 30329

Michael L. Wolf  
Suite 465  
59 Executive Park Drive South  
Atlanta, GA 30329

Mark E. Droege  
Suite 2006  
1155 Peachtree Street, N.E.  
Atlanta, GA 30309-3610

00 JAN 31 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTACHED  
AND  
FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Intelligent Media Ventures, LLC

2. The name and the Florida street address of the registered agent and office are:

Prentice Hall Corporation System, Inc.

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

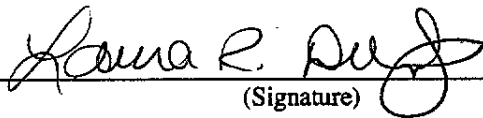
City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 31 PM 9:55

APPROVED  
AND  
FILED

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

  
(Signature)

Laura R. Dunlap  
as its agent

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 000270700  
CONTROL NUMBER : 0000362  
DATE INC/AUTH/FILED: 12/31/1999  
JURISDICTION : GEORGIA  
PRINT DATE : 01/27/2000  
FORM NUMBER : 211

CSC NETWORKS, INC.  
DAVID HOLCOMB  
1201 HAYS ST  
TALLAHASSEE, FL 32301

APPROVED AND FILED  
00 JAN 31 11 49:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia do hereby certify under the seal of my office that

**INTELLIGENT MEDIA VENTURES, LLC**  
**A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox  
Secretary of State