

CT CORPORATION SYSTEM

# F00000007041

CORPORATION(S) NAME

Commerce.TV Corporation

200003505842--7

-12/19/00 01658--007

\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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 \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/19/00

Order#: 347701

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

B

FILED  
00 DEC 19 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

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BK

12/20

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**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. Commerce.TV 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 3. 04-3466196  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/23/99 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. 325 Wood Rd.  
Braintree, MA 02184  
(Current mailing address)
8. Software development for interactive TV.  
(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: C T 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.*

C T Corporation System

PATRICIA A. CANALIO

(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)

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

Chairman: \*SEE ATTACHED LIST

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Matthew Kay

Address: 325 Wood Rd.

Braintree, MA 02184

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Brian Falvey

Address: same as above

Treasurer: Matthew Kay

Address: see above

**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. BRIAN E. FALVEY, Secretary

(Typed or printed name and capacity of person signing application)

**COMMERCE.TV – BOARD OF DIRECTORS**

<p><b>James F. Brown</b> Senior Vice President OpenTV 401 East Middlefield Road Mountain View, CA 94043-4005 Phone: 650-429-5595 Fax: 650-230-1206 <b>HOME INFO:</b> 3482 Torino Court Concord, CA 94518 Phone: 650-245-5594 <i><b>jbrown@opentv.com</b></i></p>	<p><b>Worth Linen</b> Live Advert 130 5<sup>th</sup> Avenue New York, NY 10011 Phone: 212-367-7601 Fax: 212-367-8066 <b>HOME INFO:</b> 1158 Fifth Avenue, Apt. #16C New York, NY 10029 <i><b>worth.linen@worthlinen.com</b></i></p>
<p><b>Matthew Kay</b> President &amp; Chief Executive Officer Commerce.TV 325 Wood Road Braintree, MA 02184 Phone: 781-332-4003 <b>HOME INFO:</b> 3 Charles Everett Way Hingham, MA 02043 Phone: 781-749-8202 Cell: 781-910-9435 <i><b>mkay@commerce-tv.com</b></i></p>	<p><b>Michael Willner</b> President &amp; CEO Insight Communications Co. 810 7<sup>th</sup> Avenue, 41<sup>st</sup> Flr. New York, NY 10019 Phone: 917-286-2222 Fax: 917-286-2302 <b>HOME INFO:</b> 377 Lydecker Street Englewood, NJ 07631 Phone: <i><b>willner.m@insight-com.com</b></i></p>
<p><b>Jeffrey Laughlin</b> Chairman Commerce.TV 325 Wood Road Braintree, MA 02184 Phone: 781-332-4002 <b>HOME INFO:</b> 48 Constellation Wharf Charlestown, MA 02129 Phone: 617-241-7836 Cell: 781-254-8471 <i><b>jlaughlin@commerce-tv.com</b></i></p>	<p><b>Vincent D. Vecchia</b> Vice President Citigroup Investments, Inc. 399 Park Avenue New York, NY 10043 Phone: 212-559-1714 Fax: 212-832-7497 <b>HOME INFO:</b> 80 Ashford Dr. Plainsboro, NJ 08536 <i><b>vincent.vecchia@citicorp.com</b></i></p>

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

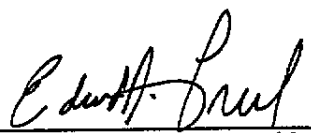
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMMERCE.TV CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, A.D. 2000.

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.

FILED  
00 DEC 19 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3008948 8300

AUTHENTICATION: 0859135

001631381.

DATE: 12-15-00