

FO2000006279

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

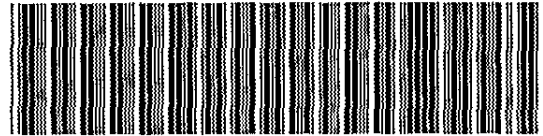
(Document Number)

Certified Copies _____ Certificates of Status 1

Special Instructions to Filing Officer:

12/17 FOR CORP
CUS

Office Use Only



400008895804

MJH

12/17/02--01089--002 **78.75

FILED
02 DEC 17 AM 11:16
FEB 17 2003
FEB 17 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Netflix, 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:

Carole Payne

(Name of Person)

Netflix, Inc.

(Firm/Company)

970 University Avenue

(Address)

Los Gatos, CA 95032

(City/State and Zip code)

For further information concerning this matter, please call:

Carole Payne

(Name of Person)

at (408) 399-1625

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$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.

- 1. Netflix, 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 (State or country under the law of which it is incorporated) 3. 77-0467272 (FEI number, if applicable)
4. 08/29/1997 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 970 University Avenue, Los Gatos, CA 95032 (Principal office address)
same (Current mailing address)

8. See Attachment (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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301 (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.

NRAI Services, Inc.

By: Zulma M. Howarth, Asst Secy (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.

FILED 02 DEC 17 AM 11:16 STATE OF FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: See attached

Address: _____

Director: See attached

Address: _____

Director: See attached

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: See attached

Address: _____

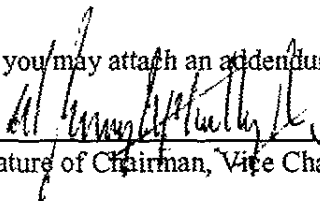
Secretary: See attached

Address: _____

Treasurer: See attached

Address: _____

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. W. Barry McCarthy, Jr.
(Typed or printed name and capacity of person signing application)

Attachment to

Application by Foreign Corporation for Authorization to Transact Business in
Florida

8. Purpose

The nature of the business or purposes to be conducted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as the same exists or may hereafter be amended.

Attachment to

Application by Foreign Corporation for Authorization to Transact Business in
Florida

12 Names and business addresses of officers and/or directors:

A. DIRECTORS

NAME	BUSINESS ADDRESS
Reed Hastings	Netflix, Inc. 970 University Avenue Los Gatos, CA 95032
Richard N. Barton	Expedia Inc. 13810 SE Eastgate Way Suite 400 Bellevue, WA 98008
Jay C. Hoag	Technology Crossover Ventures (TCV) 528 Ramona Street Palo Alto, CA 94301
A. Robert Pisano	Screen Actors Guild 5757 Wilshire Blvd. 8th Floor Los Angeles, CA 90036
Michael Ramsay	TiVo Inc. 2160 Gold Street Alviso, CA 95002
Michael N. Schuh	Foundation Capital 70 Willow Rd Suite 200 Menlo Park, CA 94025

B. OFFICERS

NAME	TITLE	BUSINESS ADDRESS
Reed Hastings	President, CEO	Netflix, Inc. 970 University Avenue Los Gatos, CA 95032
W. Barry McCarthy Jr.	Secretary, CFO	Netflix, Inc. 970 University Avenue Los Gatos, CA 95032
Thomas R. Dillon	VP, Operations	Netflix, Inc. 970 University Avenue Los Gatos, CA 95032
Leslie J. Kilgore	VP, Marketing	Netflix, Inc. 970 University Avenue Los Gatos, CA 95032

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NETFLIX, 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 ELEVENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NETFLIX, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 1997.

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



2790864 8300

020760680

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2138692

DATE: 12-11-02