



THE UNITED STATES
CORPORATION
COMPANY

F000000000019

ACCOUNT NO. : 072100000032

REFERENCE : 534503 4307326

AUTHORIZATION :

COST LIMIT :

Patricia Project

ORDER DATE : December 30, 1999

ORDER TIME : 11:04 AM

ORDER NO. : 534503-025

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CUSTOMER NO: 4307326

CUSTOMER: Karen Tolson, Legal Asst
Arnold & Porter
555 12th Street, N.w.
Thurman Arnold Building
Washington, DC 20004-1202

FOREIGN FILINGS

NAME: CAPITAL.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

FILED
RECEIVED
00 JAN -3 PM 3:53
00 JAN -3 AM 8:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 1/3/00

**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. Capital.com, 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. _____

(FEI number, if applicable)

4. November 23, 1999

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2 Bethesda Metro Center, 14th Floor, Bethesda, Maryland 20814

(Current mailing address)

8. To operate an investment banking and financial portal business on the Internet.

(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: Corporation Service Company

Office Address: 1013 Centre Road

Tallahassee, Florida, 32301

(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.

Corporation Service Company

(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)

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

Chief Executive Officer

Chairman: Malon Wilkus

Address: 2 Bethesda Metro Center, 14th Floor, Bethesda, Maryland 20814

Director

Vice Chairman: John Erickson

Address: 2 Bethesda Metro Center, 14th Floor, Bethesda, Maryland 20814

Director: Adam Blumenthal

Address: 461 Fifth Avenue, 26th Floor

New York, NY 10017

Director: David Carroll

Address: One First Union Center, 301 S. College Street, Charlotte, NC 28288-0630

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

President: Adam Blumenthal

Address: 461 Fifth Avenue, 26th Floor

New York, NY 10017

Chief Operating Officer

Vice President: Mark Opel

Address: 461 Fifth Avenue, 26th Floor

New York, NY 10017

Vice President, Chief Financial Officer

Secretary: John Erickson

Address: 2 Bethesda Metro Center, 14th Floor

Bethesda, Maryland 20814

Vice President, Chief Technical Officer

Treasurer: Luigi Canali

Address: 2 Bethesda Metro Center, 14th Floor

Bethesda, Maryland 20814

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. John Erickson, Vice President, Secretary and Chief Financial Officer

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

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITAL.COM, 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAPITAL.COM, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1999.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0102532

DATE: 11-24-99