



THE UNITED STATES
CORPORATION
COMPANY

F99000000048

ACCOUNT NO. : 072100000032

REFERENCE : 534940 7200110

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1999

ORDER TIME : 12:31 PM

ORDER NO. : 534940-005

500003087715--8

CUSTOMER NO: 7200110

CUSTOMER: Mr. Robert Zeller
Space.com, Inc.
120 West 45th Street
35th Floor
New York, NY 10036

FOREIGN FILINGS

NAME: SPACE.COM, INC.

6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

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DIVISION OF CORPORATIONS
00 JAN -4 PM 4: 11

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 JAN -4 PM 1: 44

1/4/00

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Space.com, 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:

Robert Zeller
(Name of Person)

Space.com, Inc.
(Firm/Company)

120 West 45th Street, 35th Floor
(Address)

New York, NY 10036
(City/State/Zip)

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

Robert Zeller at (212) 703-5805
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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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. Space.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 3. 13-4063376
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 25, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 22, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 120 West 45th Street, 35th Street
New York, NY 10036
(Current mailing address)

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8. Any lawful activity for which corporation may be organized.
(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: 1201 Hays Street
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
By: Carol K Dolor
(Registered agent's signature)
Carol K Dolor, Authorized Representative

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

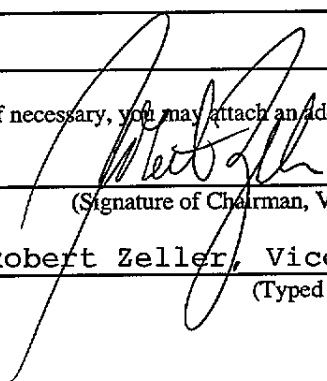
Secretary: _____

Address: _____

Treasurer: _____

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. Robert Zeller, Vice President General Counsel
(Typed or printed name and capacity of person signing application)

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Space.com, Inc

Schedule of Officers & Directors

Directors

Lou Dobbs	120 West 45 th Street, 35 th Floor, New York, NY 10036
Sally Ride	120 West 45 th Street, 35 th Floor, New York, NY 10036
Ray Rothrock	120 West 45 th Street, 35 th Floor, New York, NY 10036
William Helman	120 West 45 th Street, 35 th Floor, New York, NY 10036
Donald Marron	120 West 45 th Street, 35 th Floor, New York, NY 10036

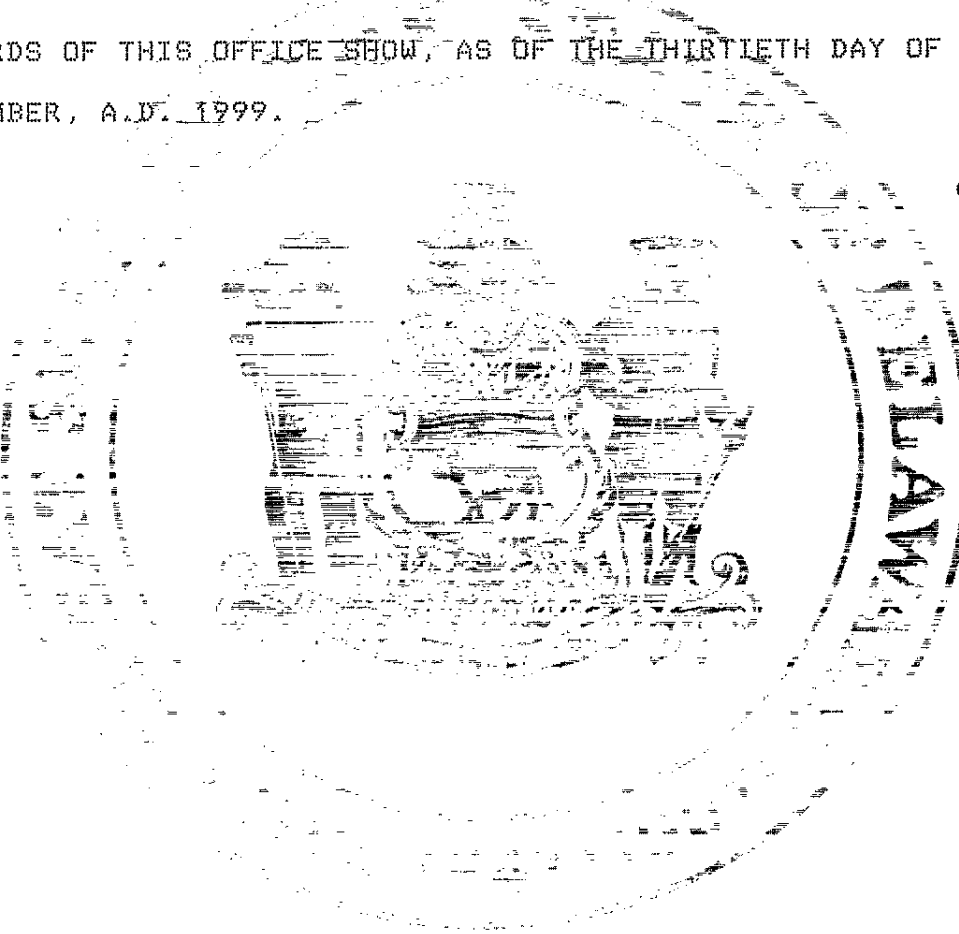
Officers

Lou Dobbs	Chairman and CEO
Sally Ride	President
Mitchell Cannold	Executive Vice President and COO
Robert Zeller	Secretary

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DIVISION OF CORPORATIONS
11:41 PM
JAN -4 00

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPACE.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 THIRTIETH DAY OF DECEMBER, A.D. 1999.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2970827 8300

991570687

AUTHENTICATION: 0173592

DATE: 12-30-99