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Corporation(s) Name

Real Media, Inc.

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DIVISION OF CORPORATIONS
00 JAN 18 AM 11:00

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<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
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1/18/00

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:

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1. Real Media, 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. 13-3871342

(FEI number, if applicable)

4. May 15, 1995

(Date of incorporation)

5. Perpetual

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

6. May 21, 1999

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

7. 9200 South Dadeland Boulevard, Dadeland Towers North,

Suite 320, Miami, FL 33156

(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be organized
under the General Corporation Law of Delaware

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Greg Gendron c/o Real Media, Inc.

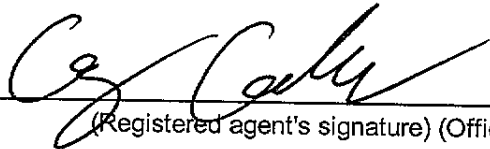
Office Address: 9200 South Dadeland Blvd., Dadeland Towers North, Suite 320

Miami, Florida, 33156

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.



(Registered agent's signature) (Officer)

GREG GENDRON

Managing Director

(Type Name and Title of Officer)

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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:

A. DIRECTORS

~~Chairman~~ Chairman: Dave Morgan
Director
Address: 260 Fifth Avenue, 4th Floor
New York, NY 10001

~~Vice Chairman~~ Vice Chairman: Gil Beyda
Director
Address: 260 Fifth Avenue, 4th Floor
New York, NY 10001

Director: Mark Pinney
Address: 260 Fifth Avenue, 4th Floor
New York, NY 10001

Director: Michael Newhouse
Address: 260 Fifth Avenue, 4th Floor
New York, NY 10001

**** SEE ATTACHED FOR ADDITIONAL DIRECTORS

B. OFFICERS

President: Dave Morgan
Address: 260 Fifth Avenue, 4th Floor,
New York, NY 10001

Vice President:
Address:

Secretary/Chief Financial Officer: Norman Blashka
Address: 260 Fifth Avenue, 4th Floor,
New York, NY 10001

Real Media, Inc.

Directors: Additional

Peter Weinberger
260 Fifth Avenue, 4th Floor
New York, NY 10001

Walter Annashon
260 Fifth Avenue, 4th Floor
New York, NY 10001

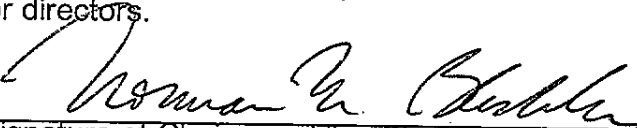
Pascal Zahner
260 Fifth Avenue, 4th Floor
New York, NY 10001

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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. Norman Blashka - Secretary/Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REAL MEDIA, 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 THIRTEENTH DAY OF JANUARY, 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.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 18 AM 11:00



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0198671

DATE:

01-13-00