

# FO0000000352

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

300003097373--6  
-01/13/00--01042--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

ZD Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	
<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 \_\_\_\_\_ 01/13/00  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 13 PM 8:08

RECEIVED  
00 JAN 13 AM 11:16  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

BK  
1/20/00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 13, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ZD INC.  
Ref. Number: W00000001125

RECEIVED  
00 JAN 20 AM 11:13  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
00 JAN 13 PM 3:08  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for ZD INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.,

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 400A00001933

*Please back-date*  
*Kohr*  
*[Signature]*

UNANIMOUS CONSENT IN LIEU OF  
MEETING OF  
THE BOARD OF DIRECTORS OF  
ZD INC.

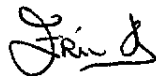
FILED IN STATE  
SECRETARY OF CORPORATIONS  
00 JAN 13 PM 3:08

The undersigned, being all of the directors of ZD Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing, pursuant to Section 141(f) of the Delaware General Corporation Law, to the adoption of and hereby adopt the following resolutions and direct that this consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that the name the Corporation agrees to use in the State of Florida is ZDNet Inc.; and it is further

RESOLVED, that each officer of the Corporation is hereby authorized to take all such further action and to execute all such further instruments and documents in the name and on behalf of the Corporation, as in his or her judgment shall be necessary, proper or advisable in order to fully carry out the intent and to accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, we have signed this consent as of the 14th day of January, 2000.



Eric Hippeau

Timothy C. O'Brien

UNANIMOUS CONSENT IN LIEU OF  
MEETING OF  
THE BOARD OF DIRECTORS OF  
ZD INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 13 PM 3:08

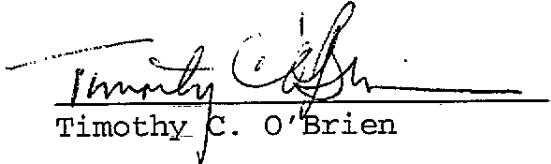
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Eric Hippeau

  
Timothy C. O'Brien

**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. ZD 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. 13-3798480  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Oct0ber 26, 1994 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 17, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 28 East 28th Street  
New York, NY 10016  
(Current mailing address)
8. Media and marketing company focused on computing and Internet-related technologies.  
(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

(Registered agent's signature)

**Jonathan R. Giddings**  
Assistant Secretary

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.

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

Chairman: Eric Hippeau

Address: Ziff-Davis Inc., 28 East 28th Street, New York, NY 10016

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

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

Director: Timothy C. O'Brien

Address: Ziff-Davis Inc., 28 East 28th Street, New York, NY 10016

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

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

00 JAN 13 PM 3:08  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS

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

President: Eric Hippeau

Address: Ziff-Davis Inc., 28 East 28th Street, New York, NY 10016

Vice President: Timothy C. O'Brien

Address: Ziff-Davis Inc., 28 East 28th Street, New York, NY 10016

Secretary: J. Malcolm Morris

Address: Ziff-Davis Inc., 28 East 28th Street, New York, NY 10016

Treasurer: Thomas L. Wright

Address: Ziff-Davis Inc., 28 East 28th Street, New York, NY 10016

**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. J. Malcolm Morris, Secretary  
(Typed or printed name and capacity of person signing application)

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

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZD 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 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.-----

RECORDED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 13 PM 3:08



*Edward J. Freel*

Edward J. Freel, Secretary of State

2447264 8300

001016216

AUTHENTICATION:

0193305

DATE:

01-11-00