



# F00000000423

ACCOUNT NO. : 072100000032

REFERENCE : 556992 4312639

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pizito*

ORDER DATE : January 19, 2000

ORDER TIME : 5:33 PM

ORDER NO. : 556992-005

9000003109358--5

CUSTOMER NO: 4312639

CUSTOMER: Lynn Buckley, Legal Assistant  
Skadden Arps Slate Meagher &  
One Rodney Square

Wilmington, DE 19801

FOREIGN FILINGS

NAME: SCREAMING MEDIA.COM, INC.

(5)

XXXX QUALIFICATION (TYPE: CO)

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JAN 25 AM 8:53

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

*BK*  
*1/25/00*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 25 AM 9:22

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

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DIVISION OF CORPORATIONS  
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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. Screaming Media.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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/22/99 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April, 1999  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 601 West 26th Street, 13th Floor, New York, New York 10001  
(Current mailing address)
8. To pursue the business of internet content aggregation and distribution.  
(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: Laura R. Dunlap

(Registered agent's signature)

**Laura R. Dunlap  
as its agent**

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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DIVISION OF CORPORATIONS  
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**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. William P. Kelly, General Counsel, Secretary and Director

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

**Directors and officers of ScreamingMedia.com, Inc.**

**Directors**

*Chairman*

Jay Chiat                      135 Crestview Lane, Saganponack, New York 11962

*Directors*

Alan S. Ellman              210 West 70th Street, Apartment 1005, New York New York  
10023

Kevin C. Clark              601 West 26<sup>th</sup> Street, 13<sup>th</sup> Floor, New York, New York 10001

James D. Robinson        126 East 56<sup>th</sup> Street, New York, New York 10022

Brian Little                630 5<sup>th</sup> Avenue, Suite 2620, New York, New York, 10111

Patrick J. McNeela        3003 Summer Street, Stamford, Conneticut 06905

Ken Lerer                  75 Rockefeller Plaza, New York, New York 10019

William P. Kelly            305 Broadway, New York, New York 10007

**Officers**

*President*

Alan S. Ellman              Address as above    \_

*Chief Executive Officer*

Kevin C. Clark              Address as above

*Treasurer*

Roy R Boling                601 West 26<sup>th</sup> Street, 13<sup>th</sup> Floor, New York, New York, 10001

*Secretary*

William P. Kelly            Address as above

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*State 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 "SCREAMING MEDIA.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 NINETEENTH DAY OF JANUARY, A.D. 2000.

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
00 JAN 25 AM 9:22



  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

0206384

DATE:

01-19-00