



THE UNITED STATES
CORPORATION
COMPANY

F00000000534

ACCOUNT NO. : 072100000032

REFERENCE : 546833 4312830

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 10, 2000

ORDER TIME : 11:24 AM

ORDER NO. : 546833-010

6000003114666--9

CUSTOMER NO: 4312830

CUSTOMER: Ms. Leslie .. Tedrow
Fenwick & West LLP
Two Palo Alto Square

Palo Alto, CA 94306

FOREIGN FILINGS

NAME: ALLADVANTAGE.COM

(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: Janine Lazzarini

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 PM 3:42

RECEIVED
00 JAN 28 PM 12:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3K
1/28/00

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AllAdvantage.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:

Leslie Tedrow

(Name of Person)

Fenwick & West LLP

(Firm/Company)

Two Palo Alto Square

(Address)

Palo Alto, CA 94306

(City/State/Zip)

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

Leslie Tedrow

(Name of Person)

at (650) 858-7196

(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**

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DIVISION OF CORPORATIONS
JAN 28 PM 3:42

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. AllAdvantage.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. California 3. 94-3327058
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 24, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 25954 Eden Landing Road
Hayward, CA 94545
(Current mailing address)

Internet advertising and other services. To engage in any act or activity for which corporations may be organized.

8. _____
(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: Bobbie Hall
(Registered agent's signature)

Bobbie J. Hall Assistant Vice President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION
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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. Carl T. Anderson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carl Anderson, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

AllAdvantage.com

List of Officers

Name: James Jorgensen **Title:** President & CEO
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

Name: Carl Anderson **Title:** Secretary
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

Name: Michael Depatie **Title:** CFO
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

List of Directors

Name: James Jorgensen **Term:** Mar 24, 2000
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

Name: Johannes Pohle **Term:** Mar 24, 2000
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

Name: David W. Pidwell **Term:** Jun 08, 2000
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

Name: John Shoch **Term:** Jun 08, 2000
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

Name: Richard LeFurgy **Term:** Sep 22, 2000
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

Name: Thomas Unterman **Term:** Sep 22, 2000
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

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JAN 28 PM 3:42

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 PM 3:42

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 24th day of March, 19 99,

ALLADVANTAGE.COM

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

January 25, 2000.



Bill Jones

Secretary of State