

ACCOUNT NO. : 072100000032

REFERENCE: 546833

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: January 10, 2000

ORDER TIME: 11:24 AM

ORDER NO. : 546833-010

F00003114666--9

CUSTOMER NO: 4312830

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

Palo Alto, CA 94306

FOREIGN FILINGS

ALLADVANTAGE.COM

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section Division of Corporations		
SUBJECT: AllAdvantage.com Inc.		
(Name of corporation - must include suffix)		
Dear Sir or Madam:		
(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 at (650) 858-7196		
(Name of Person) (Area Code & Daytime Telephone Number)		
STREET ADDRESS: MAILING ADDRESS:		
Qualification/Tax Lien Section Qualification/Tax Lien Section		
Division of Corporations Division of Corporations 409 E. Gaines St. P.O. Box 6327		
409 E. Gaines St. P.O. Box 6327 Tallahassee, FL 32399 Tallahassee, FL 32314		
Enclosed is a check for the following amount:		
□ \$70.00 Filing Fee □ \$78.75 Filing Fee & □ \$78.75 Filing Fee & □ \$87.50 Filing Fee, Certificate of Status Certified Copy Certified Copy Certified Copy		

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANS

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED T 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.) California (FEI number, if applicable) (State or country under the law of which it is incorporated) March (Duration: Year corp. will cease to exist or "perpetual") (Date of incorporation) 6. Upon Qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 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. (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) Corporation Service Company Name: 1201 Hays Street Office Address:

10. Registered agent's acceptance:

Tallahassee

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

(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:	2,3
Address:	9 5
	Na Company
Director:	28 0765
Address:	94 9: 43 9: 42
	9. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.
Director:	
Address:	
B. OFFICERS (Street address only - P.O. Box NOT accepts	able)
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	on listing additional officers and/or directors.
	Garatical in combant 22 of the condition (
(Signature of Chairman, Vice Chairman, or any of Carl Anderson, Secretary	ncer used in number 12 of the application)

(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

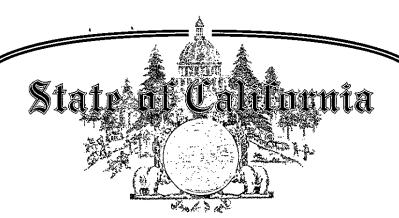
Bus. Addr.: c/o AllAdvantage.com 25954 Eden Landing Road, Hayward, CA 94545

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



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

ALLADVANTAGE.COM

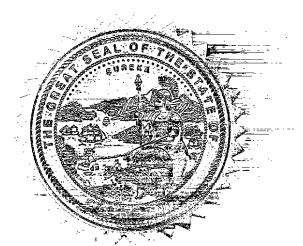
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

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.

Billyons

Secretary of State