



THE UNITED STATES
CORPORATION
COMPANY

F00000001707

ACCOUNT NO. : 072100000032

REFERENCE : 634852 4311681

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ PPD

ORDER DATE : March 22, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 634852-015

CUSTOMER NO: 4311681

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-03/28/00--01046--012

*****70.00 *****70.00

CUSTOMER: Nicole Reese, Legal Asst
Gibson Dunn & Crutcher LLP
200 Park Avenue
48th Floor
New York, NY 101660193

FOREIGN FILINGS

NAME: CLUBMOM, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAR 28 PM 1:41

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

3/K
3/28/00

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 28 PM 12:12

RECEIVED

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CLUBMOM, INC.
(Name of corporation - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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:

Keith Meyer
(Name of Person)
ClubMom, Inc.
(Firm/Company)
462 7th Avenue, 9th Floor
(Address)
New York, NY 10018
(City/State/Zip)

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

Keith Meyer at (212) 563-2223
(Name of Person) (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:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. ClubMom, 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. 13-4067929
(FEI number, if applicable)
4. July 6, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 462 7th Avenue, 9th Floor, New York, NY 10018

(Current mailing address)
8. To promote website and sign up members
(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: Vicki Schreiber, Pres. V.P.
(Registered agent's signature)

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

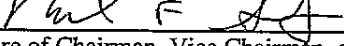
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael F Sanchez President
(Typed or printed name and capacity of person signing application)

CLUBMOM, INC.

OFFICERS

NAME	OFFICE	ADDRESS
Michael F. Sanchez	President/Director	235 W. 56th St., #31G New York, NY 10019
Andrew Shue	Vice President/Director	49 Park Avenue New York, NY 10708
William Hoogterp	Secretary	51 Richmond Street Newark, NJ 07103

DIRECTORS

NAME	ADDRESS
Dan Nova	2 International Place Boston, MA 02110
John Fisher	400 Seaport Ct., Ste. 250 Redwood City, CA 94063

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLUBMOM, 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 TWENTY-SECOND DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLUBMOM, INC." WAS INCORPORATED ON THE SIXTH DAY OF JULY, A.D. 1999.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0331835

DATE:

03-22-00