

FROM: W&C

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## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

### Electronic Filing Cover Sheet

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Division of Corporations  
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00 APR 12 PM 2:00  
RECEIVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FOREIGN PROFIT QUALIFICATION

Vercado, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

Ref: 154 7114 - 0001  
Return to m. w. g. r. o. u.

Fax Audit No. H00000016381

**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. Vercado, 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. Applied for  
(FEI number, if applicable)
4. 3-22-2000  
(Date of incorporation)
5. Perpetual  
(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. 600 Brickell Avenue, Suite 300E  
Miami, FL 33131  
(Current mailing address)
8. All lawful activities  
(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: Victor M. Alvarez  
Office Address: 200 S. Biscayne Blvd., Suite 4900  
Miami, Florida, 33131  
(Zip code)

APR 12 PM 3:00  
DEPT. OF STATE  
CORPORATIONS**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.*

(Signature)  
(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)

Fax Audit NO. H00000016381

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**Chairman: Victor P. LevyAddress: 600 Brickell Avenue, Suite 300EMiami, FL 33131~~Vice Chairman~~ Luis ClemensAddress: 600 Brickell Avenue, Suite 300EMiami, FL 33131Director: Fred KingAddress: 600 Brickell Avenue, Suite 300EMiami, FL 33131Director: Greg JenkinsAddress: 600 Brickell Avenue, Suite 300EMiami, FL 33131**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Victor P. LevyAddress: 600 Brickell Avenue, Suite 300EMiami, FL 33131

Vice President: \_\_\_\_\_

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

Secretary: Greg JenkinsAddress: 600 Brickell Avenue, Suite 300EMiami, FL 33131Treasurer: Luis ClemensAddress: 600 Brickell Avenue, Suite 300EMiami, FL 33131

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. Victor P. Levy, President

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

FROM W&C LLP MIAMI

(TUE) 4.11'00 18:48/ST. 18:46/NO. 4261180080 P 4

**Fax Audit No. H00000016381**

Attachment to Application by a Foreign Corporation  
for Authorization to Transact Business in Florida

VERCADO, INC.

Continuation of B. Officers

NAME	OFFICE	ADDRESS
Luis Clemens	Executive Vice President and Chief Content Officer	600 Brickell Avenue, Suite 300E Miami, Florida 33131
Fred King	Executive Vice President and Chief Technology Officer	600 Brickell Avenue, Suite 300E Miami, Florida 33131
Greg Jenkins	Executive Vice President, E- Partners	600 Brickell Avenue, Suite 300E Miami, Florida 33131

11:31  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 12 PM 2:00

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

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERCADO, 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 THIRTY-FIRST DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VERCADO, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

00 APR 12 PM 2:00  
STATE OF DELAWARE  
DEPARTMENT OF REVENUE



  
Edward J. Freel, Secretary of State

3198751 8300

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AUTHENTICATION: 0354794

DATE: 03-31-00

Fax Audit No. H00000016381