

F00000002597

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 5 / 10

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

Corporation(s) Name

HotJobs.com, LTD, Inc

RECEIVED
OFFICE OF CORPORATIONS
TALLAHASSEE, FL 32301
00 MAY 10 AM 10:32

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<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3		

***Special Instructions**

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<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait
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Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

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3/11/11

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.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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1. Hot Jobs, com, Ltd., 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. 13-3931821
(FEI number, if applicable)
4. 2/20/1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. We have not yet transacted business in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 24 W. 40th Street, 14th Floor
New York, NY 10018
(Current mailing address)

8. To engage in any lawful 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)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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: _____

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

President: _____

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. _____

Richard S. Johnson; President, Chief Executive Officer and Chairman

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

ADDENDUM A

Chairman: Richard S. Johnson
Address: HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

Vice Chairman: None

Director: Stephen W. Ellis
Address: HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

Director: Dimitri J. Boylan
Address: HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

Director: Philip Guarascio
Address: General Motors
200 Renaissance Center, 39th Floor
Detroit, MI 48265-2000

Director: John Hawkins
Address: Generation Partners
One Maritime Plaza, Suite 1425
San Francisco, CA 94124

Director: John Murray
Address: Deutsche Banc Alex Brown
2400 Sand Hill Road, Suite 202
Menlo Park, CA 94111

Director: Kevin Ryan
Address: DoubleClick, Inc.
450 W. 33rd Street
New York, NY 10001

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ADDENDUM B

President: Richard S. Johnson
Address: HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

Vice President: The Chief Financial Officer, Chief Operating Officer and Chief Information Officer are all Vice Presidents:

Stephen W. Ellis
Chief Financial Officer
HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

Dimitri J. Boylan
Chief Operating Officer
HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

George J. Nassef, Jr.
Chief Information Officer
HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

Secretary: Dimitri J. Boylan
Address: HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

Treasurer: Stephen W. Ellis
Address: HotJobs.com, Ltd.
24 W. 40th Street, 14th Floor
New York, NY 10018

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 10 AM 10:32

State of Delaware
Office of the Secretary of State

PAGE 1

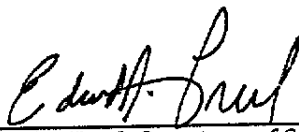
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOTJOBS.COM, LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF APRIL, A.D. 2000.

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

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0383868

DATE: 04-14-00