



FD0000003136

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

6/2/00

(Handwritten initials)

✓ CERTIFIED COPY

(20+y)

CUS

PHOTO COPY

FILING

Qualification

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -2 AM 11:52

1.) *One Media Place, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3000003274463--0
-06/02/00-01013--009
*****87.50 *****87.50

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -2 AM 9:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

**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.*

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JUN -2 AM 11:52
TALLAHASSEE, FLORIDA

1. ONE MEDIA PLACE, 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. 94-3282804
(FEI number, if applicable)
4. OCTOBER 2, 1997
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 5, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 188 The Embarcadero, 3rd Floor
San Francisco, CA 94105
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation law of DE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

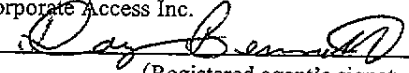
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporate Access Inc.

Office Address: 263 East Sixth Avenue
Tallahassee, Florida, 32303
(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.

Corporate Access Inc.

(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: Jerry Machovina

Address: 90 Park Avenue, 10th Floor

New York, NY 10016

Vice Chairman: Christopher Redlitz

Address: 160 Vista Grande

Kentfield, CA 94904

Director: Robert v. W. Zipp

Address: 1110 Burlingame Avenue, Suite 211

Burlingame, CA 94010

Director: Jeff Berg

Address: 8942 Willshire Boulevard

Beverly Hills, CA 90210

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

President: Jerry Machovina

Address: 90 Park Avenue, 10th Floor

New York, NY 10016

Vice President: Patrick McNenny

Address: 188 The Embarcadero, 3rd Floor

San Francisco, CA 94105

Secretary: Ralph L. Arnheim

Address: 135 Commonwealth Drive, Suite 250,

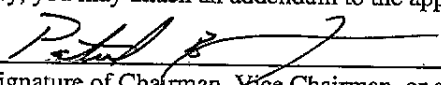
Menlo Park, CA 94025

Treasurer: Wade Layton

Address: 90 Park Avenue, 10th Floor

New York, NY 10016

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. Patrick McNenny, Vice President of Finance
(Typed or printed name and capacity of person signing application)

Continuation: Page 2; Question 12-(a) (b)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

12 A. Directors:

Name	No. & Street	City	State	ZIP
Les Margulis	188 The Embarcadero, 3 rd Fl.	San Francisco	CA	94105
James O'Neill	188 The Embarcadero, 3 rd Fl.	San Francisco	CA	94105
William G. Hall	188 The Embarcadero, 3 rd Fl.	San Francisco	CA	94105
Frank Woodbeck	188 The Embarcadero, 3 rd Fl.	San Francisco	CA	94105
Wade Layton	188 The Embarcadero, 3 rd Fl.	San Francisco	CA	94105

12 B. Officers:

Name	No. & Street	City	State	ZIP
Chris Redlitz	160 Vista Grande	Kentfield	CA	94904
David B. Wamsley	600 Townsend, Suite 175E	San Francisco	CA	94103
Leo J. Hindery Jr.	141 Caspian Court,	Sunnyvale	CA	94089
Brad Garlinghouse	3000 Alpine Road,	Menlo Park	CA	94028
Wade Layton	188 The Embarcadero, 3 rd Fl.	San Francisco	CA	94105
Michael Castleman	3 World Financial Center, 18 th Floor	New York	NY	10285
Robert v. W. Zipp	1110 Burlingame Avenue, Suite 211	Burlingame	CA	94010
Jeff Berg	8942 Willshire Blvd.,	Beverly Hills	CA	90210
Ralph L. Arnheim	135 Commonwealth Drive, Suite 250	Menlo Park	CA	94025

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONEMEDIAPLACE, 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-EIGHTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ONEMEDIAPLACE, INC." WAS INCORPORATED ON THE SECOND DAY OF OCTOBER, A.D. 1997.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2803828 8300

001216532

AUTHENTICATION: 0407314

DATE: 04-28-00

FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -2 AM 11:52