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ACCOUNT NO. : 072100000032

REFERENCE : 698108 4313038

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : May 15, 2000

ORDER TIME : 10:06 AM

ORDER NO. : 698108-035

600003286896--4

CUSTOMER NO: 4313038

CUSTOMER: Mr. Jeffrey Labarge
Hinman Howard & Kattell, Llp
80 Exchange Street
P.o. Box 5250
Binghamton, NY 13902

FOREIGN FILINGS

NAME: CITYSPREE, INC.

6

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 13 PM 3:57

RECEIVED
00 JUN 13 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302

M/K 4/13

**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. CitySpree, 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. 16-1580630

(FBI number, if applicable)

4. October 25, 1999

(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. c/o Anne R. Stanton, 441 Commerce Road

Vestal, NY 13850

(Current mailing address)

See Attached Rider 1

8. _____

(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: Dolores Burton

(Registered agent's signature)

Dolores Burton, 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)

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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. Anne R. Stanton, President 5/22/00
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF CORPORATIONS
00 JUN 13 PM 3:51

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

CitySpree, Inc.

List of Officers

Name: Anne R. Stanton **Title:** President
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal, NY 13850

Name: Andre Haykal **Title:** Vice-President
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal, NY 13850

Name: Anne R. Stanton **Title:** Secretary
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal, NY 13850

Name: Anne R. Stanton **Title:** Treasurer
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal, NY 13850

List of Directors

Name: Anne R. Stanton **Term:** Dec 31, 2000
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal, NY 13850

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DIVISION OF CORPORATIONS
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RIDER 1

FL-Application by Foreign Corporation for Authorization

CitySpree, Inc.

To engage in any act or activity for which corporations may be organized, but more specifically Internet Service Provider, World Wide Web site design and hosting. To engage in any act or activity for which corporations may be organized.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 13 PM 3:57

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 "CITYSPREE, 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 NINTH DAY OF JUNE, A.D. 2000.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 13 PM 3:57



Edward J. Freel

Edward J. Freel, Secretary of State

3115967 8300

001293421

AUTHENTICATION: 0487843

DATE: 06-09-00