



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000003953

ACCOUNT NO. : 072100000032

REFERENCE : 762249 7202264

AUTHORIZATION :

COST LIMIT :

\$ 70. *Patricia Piggett*

FILED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
00 JUL 14 PM 4:07

ORDER DATE : July 13, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 762249-005

CUSTOMER NO: 7202264

400003323104--0

CUSTOMER: Mr. Alex L. Zbinovsky  
Mintz Levin Cohn Ferris  
Chrysler Center  
666 Third Avenue  
New York, NY 10017

## FOREIGN FILINGS

NAME: WIRED BUSINESS, INC.

XXXX QUALIFICATION (TYPE: CO)

*[Signature]*

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

*BK 7/14*

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*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. WIRED BUSINESS, 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 3. 22-3616505  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/06/99 5. Perpetual  
(Date of incorporation) (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. 265 West 40th Street, 16th Floor, New York, NY 10018  
(Current mailing address)  
To engage in any lawful activity for which corporations may be organized under the Florida Business Corporations Act.
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: Laura R. Dunlap  
(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)

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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. John Martin, Chief Executive Officer

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

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A.	<u>Directors</u>	<u>Business Address</u>

Robert J. Conrads	265 West 40 <sup>th</sup> Street, 16 <sup>th</sup> Floor, New York, N.Y. 10018
John Hartin	265 West 40 <sup>th</sup> Street, 16 <sup>th</sup> Floor, New York, N.Y. 10018
Barry W. Stewart	265 West 40 <sup>th</sup> Street, 16 <sup>th</sup> Floor, New York, N.Y. 10018
Blair Whitaker	265 West 40 <sup>th</sup> Street, 16 <sup>th</sup> Floor, New York, N.Y. 10018

B.	<u>Officers</u>	<u>Title</u>	<u>Business Address</u>
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John Hartin	Chief Executive Officer	265 West 40 <sup>th</sup> Street, 16 <sup>th</sup> Floor New York, N.Y. 10018
Elie N. Seidman	Vice President & Secretary	265 West 40 <sup>th</sup> Street, 16 <sup>th</sup> Floor New York, N.Y. 10018

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

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PAGE 1

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 14 PM 4:07

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIRED BUSINESS, 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 THIRTEENTH DAY OF JULY, 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: 0556275

DATE: 07-13-00