

Document Number **F00000004224**

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660 East Jefferson Street
Tallahassee, FL 32301
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Corporation(s) Name

Hms.com fu

- ☒ Profit ☐ Amendment ☐ Merge
☐ Nonprofit
☒ Foreign ☐ Dissolution ☐ Mark
☒ LLC ☐ Withdrawal
☐ Limited Partnership ☐ UBR ☐ Other
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA
☐ UCC ☐ 1 or ☐ 3

***Special Instructions**

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☐ Arts/ameds/mergers ☐ Other-See Above

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Copies To
Jeffrey Butterfield
Thank You

13/2 7/26

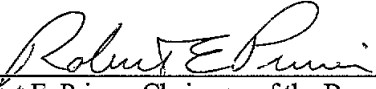
HOMES.COM, INC.

CERTIFICATE

I, Robert E. Prince, hereby certify that I am the Chairman of the Board, Chief Executive Officer, and President of Homes.com Inc., a Delaware corporation (the "**Company**"), and that I have been duly elected and am presently serving in such capacity in accordance with the Amended and Restated Bylaws of the Company. I hereby further certify in such capacity, on behalf of the Company as follows:

1. Attached as Exhibit A hereto is a true and correct copy of the Action by Unanimous Written Consent of the Board of Directors dated May 3, 2000 in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto signed my name on behalf of the Company on July 21 2000.


Robert E. Prince, Chairman of the Board,
Chief Executive Officer, & President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 3:12

Exhibit A

Action by Unanimous Written Consent of the Board of Directors dated May 3, 2000

(See Attached)

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
20 JUL 26 PM 3:12

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
HOMES.COM, INC.**

May 3, 2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In accordance with Section 108 and Section 141(f) of the Delaware General Corporation Law and the Bylaws of Homes.com, Inc., a Delaware corporation ("the Company"), the undersigned, being the members of the Board of Directors of the Company (the "Board"), hereby takes the following actions and adopts the following resolutions by written consent without a meeting effective for all purposes as of May 3, 2000:

Election of Officers

WHEREAS, the Board previously elected Robert E. Prince as the Company's President, Secretary and Chief Financial Officer;

WHEREAS, the Board wants to elect Robert E. Prince to serve as the Company's Chairman of the Board and Chief Executive Officer, in addition to his offices as President and Secretary;

WHEREAS, the Board wants to elect Darin G. Scott to serve as the Company's Chief Financial Officer;

RESOLVED: That Robert E. Prince be, and hereby is, elected as the Company's Chairman of the Board and Chief Executive Officer, to hold such offices until successors have been elected and qualified, or until death, resignation or removal.

RESOLVED FURTHER: That Darin G. Scott be, and hereby is, elected as the Company's Chief Financial Officer, to hold such office until a successor has been elected and qualified, or until death, resignation or removal.

Qualification to do Business

RESOLVED: That the officers are hereby authorized and directed to file such documents and pay all fees and costs and to take any and all necessary actions to qualify the company to do business in such states as the officers deem appropriate, including without limitation:

California
Colorado
Florida
Michigan
New York

Texas
Utah
Virginia

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CLERK OF SUPERIOR COURT
00 JUL 26 PM 3:12

RESOLVED FURTHER: That any previous action taken by the officers to qualify the company to do business in any state is hereby ratified and confirmed.

D/B/A

WHEREAS, the Company desires to transact business in Colorado, Florida, Michigan, and Virginia and the name "Homes.com" is taken in these states by Homes.com, LLC, the Company's wholly-owned subsidiary;

WHEREAS, the Company desires to transact business in California;

WHEREAS, the Board believes it is in the best interests of the Company to use "Delaware Homes.com, Inc." in connection with transacting business in California, Colorado, Florida, Michigan and Virginia;

RESOLVED: That the officers are hereby directed to make application for a license to transact business in these states under the d/b/a, "Delaware Homes.com, Inc."

RESOLVED FURTHER: That any previous action taken by the officers to qualify the company to do business in any state under the d/b/a "Delaware Homes.com, Inc." is hereby ratified and confirmed.

1999 Stock Option Plan

WHEREAS, in connection with the Board's prior adoption of the 2000 Stock Option Plan, the Board desires to terminate the 1999 Stock Option Plan;

WHEREAS, no stock options were granted under the 1999 Stock Option Plan;

RESOLVED: That the 1999 Stock Option Plan be, and hereby is, terminated.

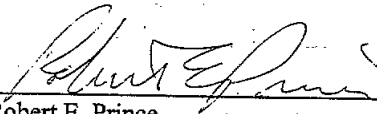
Omnibus Resolution

RESOLVED: That the officers of the Company be, and each of them hereby is, authorized and directed to take such actions and execute such documents as they deem necessary or advisable to accomplish the full intent of the foregoing resolutions.

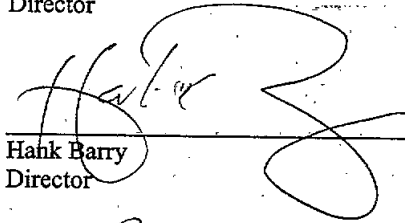
RESOLVED FURTHER: That all past acts, if any, of the officers of the Company relating to the foregoing resolutions are hereby ratified and confirmed.

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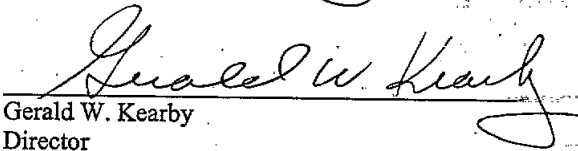
IN WITNESS WHEREOF, the undersigned has executed the Action By Written Consent ^{as of}
the date set forth above.



Robert E. Prince
Director



Hank Barry
Director



Gerald W. Kearby
Director

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 3:12

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. Homes.com, 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. 94 334 7210
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 28, 1999 5. perpetual
(Date of incorporation) (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. 800 Menlo Park Avenue, Suite 120
Menlo Park, CA 94025
(Current mailing address)

8. Internet-based service for home buying, selling, and renting consumers
(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.

Maseem A. Conde
(Registered agent's signature) MASEEM CONDE ASST SECY

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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SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATIONS
00 JUL 26 PM 3:12

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

Chairman: Robert E. Prince

Address: Homes.com, Inc. 800 Menlo Avenue, Suite 120, Menlo Park, CA 94025

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert E. Prince

Address: Homes.com, Inc. 800 Menlo Avenue, Suite 120, Menlo Park, CA 94025

Vice President: _____

Address: _____

Secretary: Robert E. Prince

Address: Homes.com, Inc. 800 Menlo Avenue, Suite 120, Menlo Park, CA 94025

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert E. Prince
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert E. Prince, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

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STATE
SECRETARY OF CORPORATIONS
00 JUL 26 PM 3:12

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOMES.COM, 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 FOURTEENTH 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
Edward J. Freel, Secretary of State

2990799 8300

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AUTHENTICATION: 0559980

DATE: 07-14-00