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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-07/31/00-01037-026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

\_\_\_\_\_  
\_\_\_\_\_  
Shelflink.com, Inc.  
\_\_\_\_\_  
\_\_\_\_\_

00 JUL 31 PM 3: 20  
MFL STATE  
SECRETARY OF CORPORATIONS

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| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Fictitious Name     | <input type="checkbox"/> UCC                    | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_ 07/31/00  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

RECEIVED  
00 JUL 31 AM 10: 20  
MFL STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

for  
7/31

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

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
00 JUN 31 PM 3:20

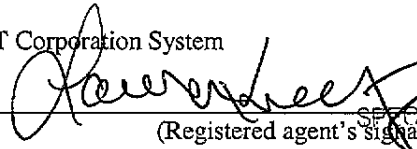
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE  
OF FLORIDA.*

1. Shelflink.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  
(State or country under the law of which it is incorporated)
  
3. 04-3509775  
(FEI number, if applicable)
  
4. February 25, 2000  
(Date of incorporation)
  
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
  
6. June 15, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
  
7. 17 Dunster Street  
Cambridge, MA 02138  
(Current mailing address)
  
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.  
(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: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

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CORPORATIONS  
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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. If 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  
  
LAUREN H. KREATZ,  
SPECIAL ASSISTANT SECRETARY  
(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: Thomas J. First

Address: C/O Shelflink.com, Inc., 17 Dunster Street, Cambridge, MA 02138

Vice Chairman: Thomas W. Scott

Address: C/O Shelflink.com, Inc., 17 Dunster Street, Cambridge, MA 02138

Director: Dan Nova

Address: C/O Highland Capital Partners, Two International Place, Boston, MA 02110

Director: Robert Niehaus

Address: C/O Greenhill Capital, 31 West 52<sup>nd</sup> Street, New York, NY

(See Addendum A)

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CORPORATIONS  
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**B. OFFICER (Street address only - P.O. Box NOT acceptable)**

President: Thomas J. First

Address: C/O Shelflink.com, Inc., 17 Dunster Street, Cambridge, MA 02138

Vice President: Thomas W. Scott

Address: C/O Shelflink.com, Inc., 17 Dunster Street, Cambridge, MA 02138

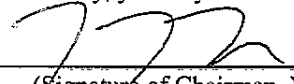
Secretary: Thomas W. Scott

Address: C/O Shelflink.com, Inc., 17 Dunster Street, Cambridge, MA 02138

Treasurer: Thomas J. First

Address: : C/O Shelflink.com, Inc., 17 Dunster Street, Cambridge, MA 02138

**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. Thomas J. First, President  
(Typed or printed name and capacity of person signing application)

**Addendum A:**

Additional Director: Hooks K. Johnston

Address: C/O FBR Technology Venture Partners, 11600 Sunrise Valley Drive, Suite 460, Reston, VA, 20191

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FEDERAL RESERVE BANK OF PHOENIX  
CORPORATIONS

State of Delaware  
Office of the Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 31 PM 3:20

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0588317

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DATE: 07-28-00