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ACCOUNT NO. : 072100000032

REFERENCE : 824239 4310192

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : September 7, 2000

ORDER TIME : 11:13 AM

ORDER NO. : 824239-020

CUSTOMER NO: 4310192

CUSTOMER: Ms. Soohyun Lee
Wilson Sonsini Goodrich &
650 Page Mill Road

Palo Alto, CA 94304-1050

FOREIGN FILINGS

700003402027--4

NAME: URBAN MEDIA NET, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight 1156

FILED
00 SEP 25 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 SEP 25 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 25 AM 9:22
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

(C)
BK 9/25

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. Urban Media Net, 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. 77-0552563
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 21, 2000 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. c/o Urban Media Communications Corporation, Suite Bldg. S-1, 900 Arastradero Road
Palo Alto, CA 94304
(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: Bobbie Hall

(Registered agent's signature)

Bobbie Hall, - 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)

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

Chairman: _____

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: _____

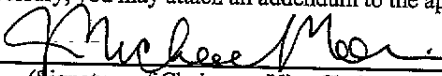
Secretary: _____

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. Michael Morris, Secretary
(Typed or printed name and capacity of person signing application)

FILED
SEP 25 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIDER 1

FL-Application by Foreign Corporation for Authorization

Urban Media Net, Inc.

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

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TALLAHASSEE, FLORIDA

Officers/Directors Rider

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TALLAHASSEE, FLORIDA

	NAME	BUSINESS ADDRESS
President	Sean Doherty	900 Arastradero Road Building S-1 Palo Alto, CA 94304
Vice President and Secretary	Michael Morris	One Kaiser Plaza, Ste. 1350 Oakland, CA 94612
Sole Director	Sean Doherty	900 Arastradero Road Building S-1 Palo Alto, CA 94304

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "URBAN MEDIA NET, INC." IS FULLY 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 EIGHTH DAY OF SEPTEMBER, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3198410 8300

AUTHENTICATION: 0663736

001453507

DATE: 09-08-00

00 SEP 25 PM 12:41
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE