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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12 / 26

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*****70.00 *****70.00

Corporation(s) Name

Free Samples, Inc. *[Signature]*

- | | | |
|---|--|---------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Withdrawal | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> UBR | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Ch. RA |
| <input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3 | | |

SECRETARY OF STATE
TALLAHASSEE, FL 32301

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***Special Instructions**

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| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Arts/ameds/mergers <input type="checkbox"/> Other-See Above | | |

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| <input checked="" type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick-up | <input type="checkbox"/> Will Wait |
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F00-7163

[Signature]

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

DIVISION OF CORPORATION

DEC 26 PM 12:36

RECEIVED

**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. FreeSamples.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. 94-3324286
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/04/1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 12/07/2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1235 Howard Street, 2nd Floor, San Francisco, CA 94107
(Principal office address)
- same
(Current mailing address)

Internet company offering free samples of various products to interested consumers.

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)

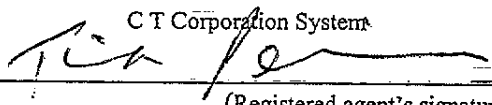
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

By: 
(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. Dana Plotkin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dana Plotkin, President

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

FreeSamples.com, Inc.

1235 Howard Street, 2nd Floor
San Francisco, CA 94107
Tel: (415) 946-5300
Fax: (415) 946-5301

Officers:

Name	Position	Address
Jeff Malkin	Chief Executive Officer	320 Hill Street San Francisco, CA 94114
Dana Plotkin	President Treasurer Chief Marketing Officer Chief Operating Officer	2600 18 th Street Suite 12 San Francisco, CA 94110
John Rootenberg, MD	Secretary Chief Strategy Officer	c/o FreeSamples.com, Inc. 1235 Howard Street 2 nd Floor San Francisco, CA 94107
Craig Logan	Vice President, Operations	c/o FreeSamples.com, Inc. 1235 Howard Street 2 nd Floor San Francisco, CA 94107
Cynthia Clarfield Hess	Assistant Secretary	c/o Perkins Coie, LLP 180 Townsend Street 3 rd Floor San Francisco, CA 94107

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CLERK OF DISTRICT COURT
SAN FRANCISCO, CALIFORNIA

FreeSamples.com, Inc.

1235 Howard Street, 2nd Floor
San Francisco, CA 94107
Tel: (415) 946-5300
Fax: (415) 946-5301

Directors:

Name	Address
Doug Mellinger	260 Sycamore Terrace Stamford, CT 06902
Arynne Simon	6151 Paseo Delicias PO Box 2048 Rancho Santa Fe, CA 92067
Herbert Freiman	245 Hewlett Neck Road Woodmere, NY 11598
Michael Feinsod	767 3 rd Avenue 16 th Floor New York, NY 10017
Jeff Malkin	320 Hill Street San Francisco, CA 94114
Stuart Moldaw	700 Airport Boulevard Suite 200 Burlingame, CA 94010
Jonathan Costello	800 The Safeguard Building 435 Devin Park Drive Wayne, PA 19087-1945
Matt Drapkin	342 Madison Avenue 22 nd Floor New York, NY 10017
Greg Ellis	c/o FreeSamples.com, Inc. 1235 Howard Street 2 nd Floor San Francisco, CA 94107

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TALLAHASSEE, FLORIDA

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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 "FREESAMPLES.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 NINETEENTH DAY OF DECEMBER, 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.

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00 DEC 26 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0865985

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DATE: 12-19-00