

F01000002884



ACCOUNT NO. : 072100000032

REFERENCE : 161990 4353424

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
01 MAY 30 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May ³⁰24, 2001

ORDER TIME : 10:25 AM

ORDER NO. : 161990-035

CUSTOMER NO: 4353424

800004334178--5

CUSTOMER: Mr. Judd H. Cohen
Kudman, Trachten, Kessler,
350 Fifth Avenue
Suite 4400
New York, NY 10118

FOREIGN FILINGS

NAME: POSTNCLICK, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

RECEIVED
01 MAY 30 AM 10:52
DIVISION OF CORPORATION

**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.

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1. Postnclick, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 24, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(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. 10130 Northlake Blvd., Suite 214, West Palm Beach, FL 33412
(Principal office address)
10130 Northlake Blvd., Suite 214, West Palm Beach, FL 33412
(Current mailing address)
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and applicable
8. Florida Law.
(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: Fran Grossman
Office Address: 10130 Northlake Blvd., Suite 214
West Palm Beach, Florida 33412
(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.


(Registered agent's signature)

By: Fran Grossman

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Fran Grossman

Address: 10130 Northlake Blvd., Suite 214

West Palm Beach, FL 33412

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Fran Grossman

Address: 10130 Northlake Blvd., Suite 214

West Palm Beach, FL 33412

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. Fran Grossman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Fran Grossman, Chairman and President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POSTNCLICK, 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-FOURTH DAY OF MAY, A.D. 2001.

FILED
01 MAY 30 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1151607

DATE: 05-24-01