

CT CORPORATION SYSTEM

FOI000003097

FILED
01 JUN 11 PM 5:28
SECRET/AT OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

CNET Networks, Inc.

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06/11/01 01021--025

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

<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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<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 _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/11/01

Order#: 4509112

Ref#: _____

Amount: \$ _____

BK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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**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. CNET Networks, 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. State of Delaware

(State or country under the law of which it is incorporated)

3. 13-3696170

(FEI number, if applicable)

4. December 14, 1992

(Date of incorporation)

5. Perpetual

(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. 150 Chestnut Street

San Francisco, CA 94111

(Current mailing address)

8. Media and marketing company focused on computing and Internet-related technologies

(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.

C T Corporation System

Jonathan R. Giddings
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: Shelby Bonnie

Address: 150 Chestnut Street

San Francisco, CA 94111

Vice Chairman: _____

Address: _____

Director: John Colligan

Address: c/o CNET Networks, Inc., 150 Chestnut Street

San Francisco, CA 94111

Director: Eric Hippeau

Address: c/o CNET Networks, Inc., 150 Chestnut Street

San Francisco, CA 94111

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

President: Daniel Rosensweig

Address: 28 East 28th Street

New York, NY 10016

Vice President: Lauren B. Bonfield

Address: 28 East 28th Street

New York, NY 10016

Secretary: David Overmyer

Address: 150 Chestnut Street

San Francisco, CA 94111

Treasurer: Douglas Woodrum

Address: 150 Chestnut Street

San Francisco, CA 94111

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

13. Lauren B. Bonfield
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lauren B. Bonfield, Vice President

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

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TALLAHASSEE, FLORIDA

12. (A) Directors:

Mitchell Kertzman
c/o CNET Networks, Inc.
150 Chestnut Street
San Francisco, CA 94111

Randall Mays
c/o CNET Networks, Inc.
150 Chestnut Street
San Francisco, CA 94111

Eric Robison
c/o CNET Networks, Inc.
150 Chestnut Street
San Francisco, CA 94111

Daniel Rosensweig
28 East 28th Street
New York, NY 10016

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TALLAHASSEE, FLORIDA

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 "CNET NETWORKS, 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 FOURTH DAY OF JUNE, A.D. 2001. - - - -

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2318920 8300

AUTHENTICATION: 1169448

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DATE: 06-04-01