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REFERENCE : 459386 7118689

AUTHORIZATION : *Patricia Pigato*

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FILED
01 SEP -7 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 5, 2001

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ORDER NO. : 459386-005

CUSTOMER NO: 7118689

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CUSTOMER: Ms. Karen Myers
Venture Law Group
4750 Carillon Point

Kirkland, WA 98033

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DIVISION OF INFORMATION

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FOREIGN FILINGS

SUBJECT: WORLDWATCH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

DK

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

**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. Worldcatch, 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. Washington 3. 91 - 2007151
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 18, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 1, 2001
(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. 2100 North Pacific Street, Suite 200, Seattle, WA 98103
(Principal office address)
- 2100 North Pacific Street, Suite 200, Seattle, WA 98103
(Current mailing address)
8. On-line seafood sales
(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
(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.

Corporation Service Company


(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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

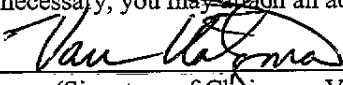
Secretary: _____

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. VAN KATZMAN, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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WORLDCATCH, INC.

List of Officers and Directors

Officers

VACANT
President
c/o WorldCatch, Inc.
2100 N. Pacific Street
Suite 200
Seattle, WA 98103

Thomas W. Poole
Executive Vice President – Business
Development
c/o WorldCatch, Inc.
2100 N. Pacific Street
Suite 200
Seattle, WA 98103

James K. Hilger
Chief Executive Officer and Chairman
c/o WorldCatch, Inc.
2100 N. Pacific Street
Suite 200
Seattle, WA 98103

Van Katzman
Secretary; VP of Strategic Business
Development & General Counsel
c/o WorldCatch, Inc.
2100 N. Pacific Street
Suite 200
Seattle, WA 98103

John Fiorillo
VP of Online Media
c/o WorldCatch, Inc.
2100 N. Pacific Street
Suite 200
Seattle, WA 98103

Directors

Thomas W. Poole
c/o WorldCatch, Inc.
2100 N. Pacific Street
Suite 200
Seattle, WA 98103

James K. Hilger
c/o WorldCatch, Inc.
2100 N. Pacific Street
Suite 200
Seattle, WA 98103

Bill Ericson
c/o Mohr Davidow Ventures
505 5th Avenue South
Suite 610
Seattle, WA 98104

Erik Straser
c/o Mohr Davidow Ventures
2775 Sand Hill Road
Suite 240
Menlo Park, CA 94025

Matt McIlwain
c/p Madrona Investment Group
1000 Second Avenue, Suite 3700
Seattle, WA 98104

David Pool
c/o XML Fund, LLC
77 108th Avenue NE, Suite 1800
Bellevue, WA 98004

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TALLAHASSEE, FLORIDA

STATE of WASHINGTON



SECRETARY of STATE

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TALAHASSEE, FLORIDA

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
WORLD CATCH, INC.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on August 19, 1999.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: September 6, 2001

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

sm

Sam Reed, Secretary of State