



# F02000000352

ACCOUNT NO. : 072100000032

REFERENCE : 743228 7122162

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

FILED  
02 JAN 22 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 17, 2002

ORDER TIME : 10:24 AM

ORDER NO. : 743228-005

CUSTOMER NO: 7122162

CUSTOMER: Misako Maki Sack, Legal Asst  
Morrison & Foerster LLP  
425 Market Street

San Francisco, CA 94105-2482

RECEIVED  
02 JAN 22 AM 11:21  
DEPARTMENT OF STATE  
DIVISION OF OPERATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: AFFINITY INTERNET, INC.

XXXX QUALIFICATION (TYPE: CO)

7000004788497--1

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       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

FILED  
JAN 22 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Affinity Internet, 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

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

3. 95 479 4287

(FEI number, if applicable)

4. October 12, 1999

(Date of incorporation)

5. Perpetual

(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.)

101 Continental Blvd., 3rd Fl.

7. El Segundo, CA 90245

(Principal office address)

Same

(Current mailing address)

Internet related services. To engage in any act or activity for which corporations may be organized.

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

(City)

, 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: Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper

Asst. V. Pres.

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 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: \_\_\_\_\_

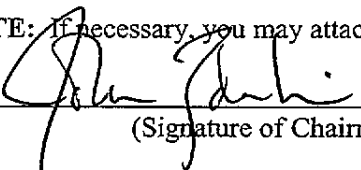
Secretary: \_\_\_\_\_

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. John E. Zdanowski, Secretary

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

FILED  
JUN 22 PM 2:14  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Affinity Internet, Inc.

FILED  
JAN 22 PM 2:44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

### List of Officers

**Name:** Jim Collins **Title:** CEO  
**Bus. Addr.:** 101 Continental Blvd., 3rd Fl., El Segundo, CA 90245

**Name:** John E. Zdanowski **Title:** CFO/Secretary  
**Bus. Addr.:** 101 Continental Blvd., 3rd Fl., El Segundo, CA 90245

### List of Directors

**Name:** Jim Collins **Term:** Apr 30, 2002  
**Bus. Addr.:** 101 Continental Blvd., 3rd Fl., El Segundo, CA 90245

**Name:** John E. Zdanowski **Term:** Apr 30, 2002  
**Bus. Addr.:** 101 Continental Blvd., 3rd Fl., El Segundo, CA 90245

**Name:** Sean Smith **Term:** Apr 30, 2002  
**Bus. Addr.:** 101 Continental Blvd., 3rd Fl., El Segundo, CA 90245

**Name:** Michael Robinson **Term:** Apr 30, 2002  
**Bus. Addr.:** 101 Continental Blvd., 3rd Fl., El Segundo, CA 90245

**Name:** John van Hooser **Term:** Apr 30, 2002  
**Bus. Addr.:** 101 Continental Blvd., 3rd Fl., El Segundo, CA 90245

**Name:** Harry Hooper **Term:** Apr 30, 2002  
**Bus. Addr.:** 101 Continental Blvd., 3rd Fl., El Segundo, CA 90245

# Delaware

PAGE 1

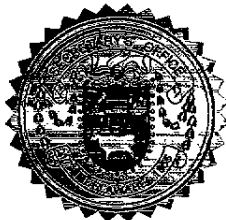
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFFINITY INTERNET, 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 EIGHTEENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED  
02 JAN 22 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3110415 8300

AUTHENTICATION: 1566727

020036646

DATE: 01-18-02