

F04000005108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

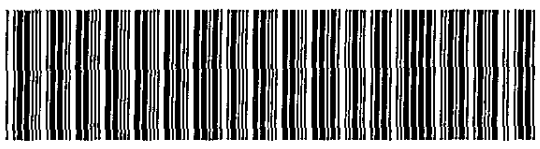
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

FILED
04 SEP -3 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 718455 4337033
AUTHORIZATION : *Patricia Pigeot*
COST LIMIT : \$ 78.75

ORDER DATE : June 4, 2004
ORDER TIME : 11:56 AM
ORDER NO. : 718455-025
CUSTOMER NO: 4337033

file second

CUSTOMER: Ms. Patricia S. Callahan
Porter, Wright Morris & Arthur
Suite 2800
41 South High Street
Columbus, OH 43215

FOREIGN FILINGS

NAME: FINDWHAT.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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1. Findwhat.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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 04-16/2002 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. 5220 Summerlin Common Blvd., Suite 500, Ft. Myers, Florida 33919
(Principal office address)

5220 Summerlin Common Blvd., Suite 500, Ft. Myers, Florida 33919
(Current mailing address)

8. To develop and provide internet marketing services.
(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
Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

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. Craig A. Pizaris-Henderson, CEO

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

FindWhat.com, Inc.
List of Officers and Directors

Craig A. Pizaris-Henderson CEO, Chairman, Secretary, Director
5220 Summerlin Commons Blvd.
Suite 500
Ft. Myers, FL 33907

Phillip R. Thune COO, President, Treasurer, Director
5220 Summerlin Commons Blvd.
Suite 500
Ft. Myers, FL 33907

Daniel Brewster Director
470 Taconic Road
Greenwich, CT 06831

David Londoner Director
169 East 69th Street
New York, NY 10021

Frederick E. Guest II Director
10 West 66th Street
New York, NY 10023

Jerry Della Femina Director
220 East 42nd Street
New York, NY 10017

Charles P. Rothstein Director
32330 West 12 Mile Rd.
Farmington Hills, MI 48344

Lee Simonson Director
58 Donnybrook Drive
Demarest, NJ 07627

David Rae Chief Strategy Officer
5220 Summerlin Commons Blvd.
Suite 500
Ft. Myers, FL 33907

Brenda Agius CFO
5220 Summerlin Commons Blvd.
Suite 500
Ft. Myers, FL 33907

Anthony A. Garcia Chief Technology Officer
5220 Summerlin Commons Blvd.
Suite 500
Ft. Myers, FL 33907

Rick Szatkowski SVP/GM FindWhat.com Network & Private Label
5220 Summerlin Commons Blvd.
Suite 500
Ft. Myers, FL 33907

Jason Williams SVP, GM Merchant Services
5220 Summerlin Commons Blvd.
Suite 500
Ft. Myers, FL 33907

Delaware

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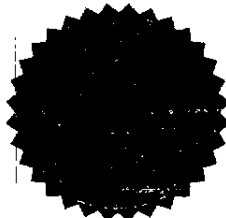
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FINDWHAT.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 TENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FINDWHAT.COM, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF APRIL, 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3503180 8300

AUTHENTICATION: 3287248

040585410

DATE: 08-10-04