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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 718455 4337033

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 4, 2004

ORDER TIME : 11:56 AM

ORDER NO. : 718455-025

CUSTOMER NO: 4337033

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

*file second*

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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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  
(Registered agent's signature)

Deborah D. Skipper  
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. Pisaris-Henderson, CEO

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

**FindWhat.com, Inc.**  
**List of Officers and Directors**

**Craig A. Pisaris-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 69<sup>th</sup> Street  
New York, NY 10021

**Frederick E. Guest II** Director  
10 West 66<sup>th</sup> Street  
New York, NY 10023

**Jerry Della Femina** Director  
220 East 42<sup>nd</sup> 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

PAGE 1

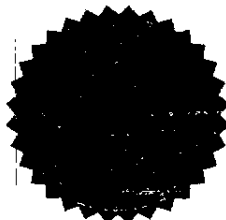
*The First State*

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