

FD4000005108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

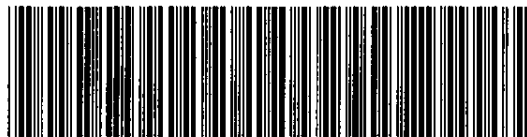
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 28 AM 9:30

CC
Namech8
@ 12/29/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vertro, Inc.
Name of Corporation

DOCUMENT NUMBER: F 04000005108

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cinda Collmer
Name of Contact Person

Vertro, Inc. (fka MIVA, Inc.)
Firm/Company

5220 Summerlin Commons Blvd. Ste 500
Address

Fort Myers, FL 33967
City/State and Zip Code

Cinda.Collmer@Vertro.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cinda Collmer at (239) 220-5766
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount: was sent with org. docs

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2009

CINDA COLLMER
MIVA, INC.
5220 SUMMERLIN COMMONS BLVD., STE., 500
FORT MYERS, FL 33907

SUBJECT: MIVA, INC.
Ref. Number: F04000005108

We have received your document for MIVA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 309A00038570

2009 DEC 28 AM 8:00
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000005108

(Document number of corporation (if known))

1. MIVA, INC

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 9/3/2004

(Date authorized to do business in Florida)

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SECRETARY OF STATE

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 5, 2009

5. Vertro, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

John B. Pisani's

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

John B. Pisani's

(Typed or printed name of person signing)

Secretary

(Title of person signing)

Delaware

PAGE 1

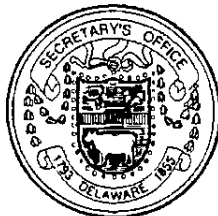
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MIVA NAME CHANGE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MIVA, INC." UNDER THE NAME OF "VERTRO, INC.",
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JUNE, A.D. 2009, AT 5:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE NINTH DAY OF JUNE, A.D. 2009, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3503180 8100M

090594034

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7348112

DATE: 06-08-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:30 PM 06/05/2009
FILED 05:05 PM 06/05/2009
SRV 090594034 - 3503180 FILE

CERTIFICATE OF OWNERSHIP

MERGING

MIVA Name Change, Inc.

INTO

MIVA, Inc.

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

* * * * *

MIVA, Inc., a corporation incorporated on the 16th day of April, 2002, pursuant to the provisions of the General Corporation Law of the State of Delaware:

DOES HEREBY CERTIFY:

FIRST: That this corporation owns all of the capital stock of MIVA Name Change, Inc., a corporation incorporated on the 2nd day of June, 2009, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted on the 3rd day of June, 2009, determined to and did merge into itself MIVA Name Change, Inc., which resolution is in the following words to wit:

WHEREAS, this Corporation lawfully owns all the outstanding shares of MIVA Name Change, Inc. (the "Subsidiary"), a corporation organized and existing under the laws of Delaware;

WHEREAS, the Board of Directors deems it to be in the best interests of this Corporation and its stockholders that the Subsidiary be merged with and into this Corporation on June 9, 2009, at 9:00 a.m. eastern time (the "Effective Date");

WHEREAS, it is intended that the merger be considered a tax-free plan of reorganization of the Subsidiary pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Board of Directors deems it to be in the best interest of this Corporation and its stockholders that the Corporation's name be changed to Vertro, Inc., pursuant to the authority granted by Section 253 of the General Corporation Law of Delaware, as of the Effective Date.

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself the Subsidiary and assume all of said Subsidiary's liabilities and obligations as of the Effective Date.

FURTHER RESOLVED, that pursuant to the authority granted by Section 253 of the General Corporation Law of Delaware, the name of this Corporation is Vertro, Inc. as of the Effective Date and Article FIRST of the Amended and Restated Certificate of Incorporation of this Corporation is changed to read as follows:

FIRST: The name of the corporation is Vertro, Inc.

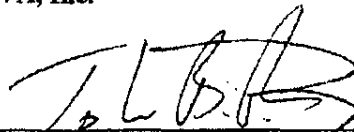
FURTHER RESOLVED, that the appropriate officers of this Corporation be and they hereby are directed to make, execute, and acknowledge a certificate of ownership setting forth a copy of the resolutions to merge Subsidiary into this Corporation and to assume Subsidiary's liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

FURTHER RESOLVED, that the appropriate officers of this Corporation are hereby authorized to do any and all things and to take any and all actions, whether within or without the State of Delaware, including executing, delivering, acknowledging, filing, recording, and sealing all documents, certificates, statements, or other instruments, and the making of any expenditures, which they deem necessary or advisable in order to carry out the intent and purposes of these resolutions.

SECOND: That anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of MIVA, Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer this 5th day of June, 2009.

MIVA, Inc.

A handwritten signature in black ink, appearing to read 'J.B.P.', is written over a horizontal line.

John B. Pissaris, General Counsel and Secretary