

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

06/10/10 PM 21:46

FOREIGN PROFIT QUALIFICATION

ROOMS.COM INC.

Certificate of Status	1
Certified Copy	0
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06/10/10 10:12:36

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**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. Rooms.com Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Delaware

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

3. _____

(FEI number, if applicable)

4. September 16, 2003

(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.)

7. 407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

(Principal office address)

407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

(Current mailing address)

8. Online hotel booking 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 Hay* 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.

By: Carla Lohi

Carla Lohi
Asst. Vice President

(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.

12. Names and business addresses of officers and/or directors:

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 11:43PM From:MIKE WEALER

MIKE WEALER

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A. DIRECTORS

Director:

James Morrell

Address: C/o Rooms.com Inc.

407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

Director:

Phyllis (Frank) Conger

Address: C/o Rooms.com Inc.

407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

Director: Gil Stenbach

Address: C/o Rooms.com Inc.

407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

Director: AJ Nease

Address: C/o Rooms.com Inc.

407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

B. OFFICERS

President: James Morrell

Address: C/o Rooms.com Inc.

407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

Vice President: None

Address:

Secretary: Gil Stenbach

Address: C/o Rooms.com Inc., 407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

Treasurer: Gil Stenbach

Address: C/o Rooms.com Inc., 407 S.E. Ninth Street, Suite 101, Fort Lauderdale, FL 33316

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Director or Officer listed in number 12 of the application)

14. James Morrell, President

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

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Delaware

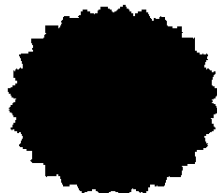
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROOMS.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 NOVEMBER, A.D. 2004.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROOMS.COM INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3468862

DATE: 11-10-04

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