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To:

Division of Corporations
Fax Number : (850)205-0381

From:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

CBS INTERACTIVE INC.

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C.S. 12-20

**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. CBS INTERACTIVE INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "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. 20-5959970

(FEI number, if applicable)

4. November 29, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o CBS Corporation, 51 West 52nd Street, New York, NY 10019

(Principal office address)

c/o CBS Corporation 51 West 52nd Street, New York, NY 10019

(Current mailing address)

8. CBS's internet media activities

(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 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
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:

[Signature]

(Registered agent's signature)

**Troy Todd
as its agent**

**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.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: SEE ATTACHMENT

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 Director or Officer listed in number 12 of the application)

14. LISA M. TANZI, ASSISTANT SECRETARY

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

CBS INTERACTIVE INC.

DIRECTORS

Louis J. Briskman
51 West 52nd Street
New York, NY 10019

Susan C. Gordon
51 West 52nd Street
New York, NY 10019

Joseph R. Ianniello
51 West 52nd Street
New York, NY 10019

Fredric G. Reynolds
51 West 52nd Street
New York, NY 10019

OFFICERS

Leslie Moonves
51 West 52nd Street
New York, NY 10019

Chief Executive Officer

Quincy Smith
51 West 52nd Street
New York, NY 10019

President

Anthony G. Ambrosio
51 West 52nd Street
New York, NY 10019

Executive Vice President, Human Resources and Administration

Louis J. Briskman
51 West 52nd Street
New York, NY 10019

Executive Vice President, General Counsel and Assistant Secretary

Martin D. Franks
601 Pennsylvania Avenue, N.W.
Suite 540
Washington, D.C. 20004

Executive Vice President, Planning, Policy and Government Relations

Fredric G. Reynolds
51 West 52nd Street
New York, NY 10019

Executive Vice President and Chief Financial Officer

Susan C. Gordon
51 West 52nd Street
New York, NY 10019

Senior Vice President and Controller

Joseph R. Ianniello
51 West 52nd Street
New York, NY 10019

Senior Vice President and Treasurer

CBS INTERACTIVE INC.

Richard M. Jones
51 West 52nd Street
New York, NY 10019

Senior Vice President and General Tax Counsel

Angeline C. Straka
51 W 52nd Street
New York, NY 10019

Senior Vice President and Secretary

Jonathan H. Anschell
7800 Beverly Boulevard
Los Angeles, CA 90036

Vice President

Jonathan Barzilay
7800 Beverly Boulevard
Los Angeles, CA 90036

Vice President

Thomas Knapp
7800 Beverly Boulevard
Los Angeles, CA 90036

Vice President

Susanna M. Lowy
51 West 52nd Street
New York, NY 10019

Vice President

Jonathan Sobel
7800 Beverly Boulevard
Los Angeles, CA 90036

Vice President

Cyriac Roeding
7800 Beverly Boulevard
Los Angeles, CA 90036

Vice President

Bruce C. Taub
51 West 52nd Street
New York, NY 10019

Vice President

Sandra K. Williams
7800 Beverly Boulevard
Los Angeles, CA 90036

Vice President

James F. Davis
530 West 57th Street
New York, NY

Assistant Controller

CBS INTERACTIVE INC.

Lawrence Liding
51 West 52nd Street
New York, NY 10019

Assistant Controller

Michael Niceberg
51 West 52nd Street
New York, NY 10019

Assistant Controller

Kenneth P. Silver
51 West 52nd Street
New York, NY 10019

Assistant Controller

Julie Behuniak
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Anthony Bongiorno
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Rebecca Borden
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Laura Franco
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Mindy H. Greene
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Jo-Ann Haller
11 Stanwix St.
Pittsburgh, PA 15222

Assistant Secretary

Howard F. Jaeckel
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Kenneth F. Koen
51 W 52nd Street
New York, NY 10019

Assistant Secretary

CBS INTERACTIVE INC.

Michael A. Koczko
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Mallory Levitt
51 West 52nd Street
New York, NY 10036

Assistant Secretary

Anne Lucey
601 Pennsylvania Avenue, N.W.
Suite 540
Washington, D.C. 20004

Assistant Secretary

Alissa Makower
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Martin P. Messinger
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Matthew D. Morgeson
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Tripti Patel
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Kimberly Pittman
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Eric Sobczak
11 Stanwix St.
Pittsburgh, PA 15222

Assistant Secretary

Lisa M. Tanzi
51 W 52nd Street
New York, NY 10019

Assistant Secretary

J. Kenneth Hill
51 W 52nd Street
New York, NY 10019

Assistant Treasurer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CBS INTERACTIVE 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 NINETEENTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CBS INTERACTIVE INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2006.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5292501

DATE: 12-19-06