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(Address)

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(City/State/Zip/Phone #)

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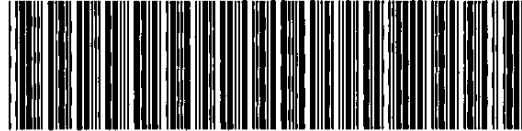
(Business Entity Name)

(Document Number)

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07 JAN -2 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2007 JAN -2 PM 4:11

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 688262 5123330

AUTHORIZATION

COST LIMIT : \$ 70.00

FILED
07 JAN - 2 AM 9:14
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 2006

ORDER TIME : 12:23 PM

ORDER NO. : 688262-055

CUSTOMER NO: 5123330

FOREIGN FILINGS

****FILE 2ND****

NAME: AUTOTRADER.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

RECEIVED
07 JAN - 2 PM 12:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Cindy Harris -- EXT# 2937

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.*

1. AutoTrader.com, 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. 58-2373904

(FEI number, if applicable)

4. 12/18/97

(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. 6205 Peachtree Dunwoody Road, Atlanta, GA 30328

(Principal office address)

6205 Peachtree Dunwoody Road, Atlanta, GA 30328

(Current mailing address)

8. Internet site for used automobile advertising and sales

(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. 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

Cynthia L. Harris
Asst. Vice President

By: Cynthia L. Harris

(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:

A. DIRECTORS

Chairman: PLEASE SEE ATTACHED LIST

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: PLEASE SEE ATTACHED LIST

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.

Andrew A. Merdek, Secretary

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

Directors of AutoTrader.com, Inc.

G. Dennis Berry
Cox Enterprises, Inc.
6205 Peachtree Dunwoody Road
Atlanta, GA 30328

Jay R. Smith
Cox Newspapers, Inc.
6205 Peachtree Dunwoody Road
Atlanta, GA 30328

Dean H. Eisner
Manheim Auctions, Inc.
6205 Peachtree Dunwoody Road
Atlanta, GA 30328

Jimmy W. Hayes
6205 Peachtree Dunwoody Road
Atlanta, GA 30328

James C. Kennedy
Cox Enterprises, Inc.
6205 Peachtree Dunwoody Road
Atlanta, GA 30328

Joseph Lacob
Kleiner, Perkins, Caufield & Byers
2750 Sand Hill Road
Menlo Park, CA 94025

Robert C. O'Leary
Cox Enterprises, Inc.
6205 Peachtree Dunwoody Road
Atlanta, GA 30328

Victor A. Perry, III
AutoTrader.com, Inc.
5775 Peachtree Dunwoody Road
Building A, Suite 200
Atlanta, GA 30342

Sanford H. Schwartz
Cox Enterprises, Inc.
6205 Peachtree Dunwoody Road
Atlanta, GA 30328

Officers of AutoTrader.com, Inc.

Victor A. Perry, III, President and Chief Executive Officer*
William N. Templeton, Senior Vice President and Chief Financial Officer*
David B. Amundsen, Vice President – Finance*
Susan L. Boehlke, Sr. Vice President – Operations*
Dan B. Crowe, Jr., Vice President – Chief Information Officer*
Brian D. Goddard, Vice President – Application Development*
Harrell L. Greene, Senior Vice President – Sales*
Phillip Craig Hunt, Vice President – Dealer Sales, Western Region*
Elizabeth A. Jordan, Vice President – Sales Operations*
John A. McCormick, Vice President – Dealer Sales, Eastern Region*
Steven Alan Smith, Vice President – Customer Service*
Sylvia Taylor, Vice President – Human Resources*
Rebecca J. Watson, Vice President – Organizational Services and Community Relations*
Leonard C. Wood, Vice President – Marketing*
Dean H. Eisner, Vice President**
G. Dennis Berry, Vice President**
Andrew A. Merdek, Secretary**
Shauna J. Sullivan, Assistant Secretary**
Richard J. Jacobson, Treasurer**

Officers' Business Addresses:

*AutoTrader.com, Inc.
5775 Peachtree Dunwoody Road
Building A, Suite 200
Atlanta, GA 30342

**Cox Enterprises, Inc. and
Manheim Auctions, Inc.
6205 Peachtree Dunwoody Road
Atlanta, GA 30328

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTOTRADER.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 SECOND DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AUTOTRADER.COM, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5320071

DATE: 01-02-07