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Florida Department of State
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**FOREIGN PROFIT/NONPROFIT CORPORATION
AUTOBYTEL ACQUISITION SUBSIDIARY, INC.**

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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. Autobytel Acquisition Subsidiary, 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. 27-3310610

(FEI number, if applicable)

4. August 23, 2010

(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. 18872 MacArthur Blvd., Suite 200, Irvine, CA 92612

(Principal office address)

18872 MacArthur Blvd., Suite 200, Irvine, CA 92612

(Current mailing address)

8. Internet marketing relating to leads for the purchase of automobiles

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331

(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.

(Registered agent's signature)

Jose Castellanos, Asst. Secretary

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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TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: Jeffrey H. CoatsAddress: Autobytel Inc.18872 MacArthur Blvd., Suite 200, Irvine, CA 92612Vice Chairman: Glenn E. FullerAddress: Autobytel Inc.18872 MacArthur Blvd., Suite 200, Irvine, CA 92612Director: Curtis E. DeWaltAddress: Autobytel Inc.18872 MacArthur Blvd., Suite 200, Irvine, CA 92612

Director: _____

Address: _____

B. OFFICERS

President: Jeffrey H. CoatsAddress: Autobytel Inc.18872 MacArthur Blvd., Suite 200, Irvine, CA 92612Vice President: Glenn E. FullerAddress: Autobytel Inc.18872 MacArthur Blvd., Suite 200, Irvine, CA 92612Secretary: Glenn E. FullerAddress: Autobytel Inc., 18872 MacArthur Blvd., Suite 200, Irvine, CA 92612Treasurer: Curtis E. DeWaltAddress: Autobytel Inc., 18872 MacArthur Blvd., Suite 200, Irvine, CA 92612

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. Glenn E. Fuller, Vice President and Secretary

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

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTOBYTEL ACQUISITION SUBSIDIARY, 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 TWENTY-FOURTH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AUTOBYTEL ACQUISITION SUBSIDIARY, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2010.

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

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Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8188711

DATE: 08-24-10
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