

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

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**To:**  
Division of Corporations  
Fax Number : (850) 617-6381

**From:**  
Account Name : VCCORP SERVICES, LLC  
Account Number : I20080000067  
Phone : (845) 425-0077  
Fax Number : (845) 818-3588

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION**

interclick, inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,170.00

DIVISION OF CORPORATIONS

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T. Burch APR 25 2011

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4/20/2011 1:18:04 PM PAGE 1/001 Fax Server



April 20, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

VCORP SERVICES, LLC

SUBJECT: INTERCLICK, INC.  
REF: W11000022167

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$1,100.00.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II

FAX Aud. #: H11000017174  
Letter Number: 311A00009585

# 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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1. interclick, 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. 01-0692341

(FBI number, if applicable)

4. March 4, 2002

(Date of incorporation)

5. Perpetual

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

6. August 28, 2007

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

7. 11 West 19th Street, 10th Floor, NY, NY 10011

(Principal office address)

11 West 19th Street, 10th Floor, NY, NY 10011

(Current mailing address)

8. To conduct lawful business in the State of Florida

(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: Vcorp Services, LLC

Office Address: 7200 Camino Real, Ste 102

Boca Raton

(City)

Florida 33433

(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)

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: Barry HonigAddress: 11 West 19th Street, 10th floor  
NY, NY 10011Vice Chairman: Michael BrauserAddress: 11 West 19th Street, 10th floor  
NY, NY 10011Director: Michael MathewsAddress: 11 West 19th Street  
10th floor, NY, NY 10011Director: Michael KatzAddress: 11 West 19th Street  
10th floor, NY, NY 10011

## B. OFFICERS

President: Michael KatzAddress: 11 West 19th Street  
10th floor, NY, NY 10011

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Roger ClarkAddress: 11 West 19th Street, 10th floor, NY, NY 10011Treasurer: Roger ClarkAddress: 11 West 19th Street, 10th floor, NY, NY 10011

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. Roger Clark, Chief Financial Officer

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

## The First State

PAGE 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERCLICK, 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-SECOND DAY OF APRIL, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTERCLICK, INC." WAS INCORPORATED ON THE FOURTH DAY OF MARCH, A.D. 2002.

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.

FILED  
2011 APR 22 PM 4:51  
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TALLAHASSEE, FLORIDA

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AUTHENTICATION: 8712632

DATE: 04-22-11